

Original

Baptist Memorial
Hospital Satellite ED
MEMPHIS

CN1508-036

8:46:57 PM
AUG 14 2015

August 13, 2015

Melanie Hill, Executive Director
Health Services and Development Agency
502 Deaderick Street, 9th Floor
Nashville, TN 37243

RE: Certificate of Need Application
Baptist Memorial Hospital

Dear Ms. Hill:

Enclosed are three copies of the Certificate of Need application for the satellite emergency department at 6525 Quince Road, Memphis, TN. Check Number 1790343 for \$41,437 is enclosed for the review fee.

Thank you for your attention.

Sincerely,



Arthur Maples
Dir. Strategic Analysis

Enclosure

AUG 14 '15 04:24

**CERTIFICATE OF NEED
APPLICATION**

**SATELLITE EMERGENCY DEPARTMENT
at
6525 QUINCE ROAD, MEMPHIS**

**BAPTIST MEMORIAL HOSPITAL
AUGUST 2015**

1. **Name of Facility, Agency, or Institution**

Baptist Memorial Hospital

Name

6525 Quince Road

Street or Route

Memphis

City

TN

State

Shelby

County

38119

Zip Code

2. **Contact Person Available for Responses to Questions**

Arthur Maples

Name

Baptist Memorial Health Care Corporation

Company Name

350 N. Humphreys Blvd

Street or Route

Employee

Association with Owner

Memphis

City

901-227-4137

Phone Number

Dir. Strategic Analysis

Title

Arthur.Maples@bmhcc.org

Email address

TN

State

38120

Zip Code

901-227-5004

Fax Number

3. **Owner of the Facility, Agency or Institution**

Baptist Memorial Hospital

Name

350 N Humphreys Blvd

Street or Route

Memphis

City

TN

State

(901) 226-5000

Phone Number

Shelby

County

38120

Zip Code

4. **Type of Ownership of Control (Check One)**

A. Sole Proprietorship

B. Partnership

C. Limited Partnership

D. Corporation (For Profit)

E. Corporation (Not-for-Profit)

F. Government (State of TN
or Political Subdivision)

G. Joint Venture

H. Limited Liability Company

I. Other (Specify)

_____ X _____

PUT ALL ATTACHMENTS AT THE BACK OF THE APPLICATION IN ORDER AND
REFERENCE THE APPLICABLE ITEM NUMBER ON ALL ATTACHMENTS.

5. **Name of Management/Operating Entity (If Applicable)**

N/A
 Name _____

 Street or Route _____ County _____

 City _____ State _____ Zip Code _____

**PUT ALL ATTACHMENTS AT THE END OF THE APPLICATION IN ORDER AND
 REFERENCE THE APPLICABLE ITEM NUMBER ON ALL ATTACHMENTS.**

Management and operation will remain with the owner. For further clarification refer to Joint Operating Agreement attachment.

6. **Legal Interest in the Site of the Institution (Check One)**

- | | |
|-------------------------------|-----------------------------------|
| A. Ownership _____ | D. Option to Lease _____ <u>X</u> |
| B. Option to Purchase _____ | E. Other (Specify) _____ |
| C. Lease of _____ Years _____ | |

**PUT ALL ATTACHMENTS AT THE BACK OF THE APPLICATION IN ORDER AND
 REFERENCE THE APPLICABLE ITEM NUMBER ON ALL ATTACHMENTS.**

7. **Type of Institution (Check as appropriate--more than one response may apply)**

- | | |
|--|--|
| A. Hospital (Specify) <u>Department</u> _____ <u>X</u> | I. Nursing Home _____ |
| B. Ambulatory Surgical Treatment _____ | J. Outpatient Diagnostic Center _____ |
| Center (ASTC), Multi-Specialty _____ | K. Recuperation Center _____ |
| C. ASTC, Single Specialty _____ | L. Rehabilitation Facility _____ |
| D. Home Health Agency _____ | M. Residential Hospice _____ |
| E. Hospice _____ | N. Non-Residential Methadone _____ |
| F. Mental Health Hospital _____ | Facility _____ |
| G. Mental Health Residential _____ | O. Birthing Center _____ |
| Treatment Facility _____ | P. Other Outpatient Facility _____ |
| H. Mental Retardation Institutional _____ | (Specify) <u>Satellite ED</u> _____ <u>X</u> |
| Habilitation Facility (ICF/MR) _____ | Q. Other (Specify) _____ |

8. **Purpose of Review (Check) as appropriate--more than one response may apply)**

- | | |
|---|---|
| A. New Institution _____ | G. Change in Bed Complement _____ |
| B. Replacement/Existing Facility _____ | [Please note the type of change |
| C. Modification/Existing Facility _____ | by underlining the appropriate |
| D. Initiation of Health Care _____ | response: Increase, Decrease, |
| Service as defined in TCA § _____ | Designation, Distribution, |
| 68-11-1607(4) _____ | Conversion, Relocation] |
| (Specify) _____ | H. Change of Location _____ |
| E. Discontinuance of OB Services _____ | I. Other (Specify) <u>Satellite ED</u> _____ <u>X</u> |
| F. Acquisition of Equipment _____ | |

9. **Bed Complement Data**

Please indicate current and proposed distribution and certification of facility beds.

	<u>Current Licensed</u>	<u>Beds *CON</u>	<u>Staffed Beds</u>	<u>Beds Proposed</u>	<u>TOTAL Beds at Completion</u>
A. Medical	<u>590</u>	<u> </u>	<u>477</u>	<u> </u>	<u>590</u>
B. Surgical	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>
C. Long-Term Care Hospital	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>
D. Obstetrical	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>
E. ICU/CCU	<u>80</u>	<u> </u>	<u>72</u>	<u> </u>	<u>80</u>
F. Neonatal	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>
G. Pediatric	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>
H. Adult Psychiatric	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>
I. Geriatric Psychiatric	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>
J. Child/Adolescent Psychiatric	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>
K. Rehabilitation	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>
L. Nursing Facility (non-Medicaid Certified)	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>
M. Nursing Facility Level 1 (Medicaid only)	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>
N. Nursing Facility Level 2 (Medicare only)	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>
O. Nursing Facility Level 2 (dually certified Medicaid/Medicare)	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>
P. ICF/MR	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>
Q. Adult Chemical Dependency	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>
R. Child and Adolescent Chemical Dependency	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>
S. Swing Beds	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>
T. Mental Health Residential Treatment	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>
U. Residential Hospice	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>
TOTAL	<u>706</u>	<u> </u>	<u>549</u>	<u> </u>	<u>706</u>

10. **Medicare Provider Number** 44-0048
Certification Type Hospital

11. **Medicaid Provider Number** 0440048
Certification Type Hospital

12. **If this is a new facility, will certification be sought for Medicare and/or Medicaid?**

13. **Identify all TennCare Managed Care Organizations/Behavioral Health Organizations (MCOs/BHOs) operating in the proposed service area. Will this project involve the treatment of TennCare participants? yes If the response to this item is yes, please identify all MCOs/BHOs with which the applicant has contracted or plans to contract.**

Volunteer State Health Plan – Blue Cross Blue Shield of TN BlueCare

Amerigroup Community Care

United Healthcare Plan of the River Valley – United Healthcare Community Plan

NOTE: **Section B** is intended to give the applicant an opportunity to describe the project and to discuss the need that the applicant sees for the project. **Section C** addresses how the project relates to the Certificate of Need criteria of Need, Economic Feasibility, and the Contribution to the Orderly Development of Health Care. Discussions on how the application relates to the criteria should not take place in this section unless otherwise specified.

SECTION B: PROJECT DESCRIPTION

Please answer all questions on 8 1/2" x 11" white paper, clearly typed and spaced, identified correctly and in the correct sequence. In answering, please type the question and the response. All exhibits and tables must be attached to the end of the application in correct sequence identifying the questions(s) to which they refer. If a particular question does not apply to your project, indicate "Not Applicable (NA)" after that question.

- I. Provide a brief executive summary of the project not to exceed two pages. Topics to be included in the executive summary are a brief description of proposed services and equipment, ownership structure, service area, need, existing resources, project cost, funding, financial feasibility and staffing.

Response:

This CON application is for a satellite Emergency Department (ED) because that is the component of the proposed facility requiring CON approval. A similar CON application is being submitted in the same review cycle by the same applicant for another location in Shelby County. Both projects involve collaboration between Baptist Memorial and Regional One Health. The facility will be licensed as part of Baptist Memorial Hospital, but will be developed, operationalized and marketed through a joint operating agreement between Baptist and Regional One. The facilities make innovative health care more accessible for the patients in the community served by Baptist Memorial and Regional One.

The ED which is the core service will be joined with process improvements to provide both traditional and innovative health services. For example, telemedicine capabilities will provide the means for consultations with specialists in a setting designed for the special needs of the population closer to patient residences with ED visit results tied directly to medical homes. Episodic patient ED needs of patients with chronic disease who may be in a nursing home or have home care can be attended more conveniently closer to the patient's home with potential access to electronic records.

According to the 2013 Geriatric Emergency Department Guidelines published by the American College of Emergency Physicians and others:

"The ED is uniquely positioned to play a role in improving care to the geriatric population. As an ever-increasing access point for medical care, the ED sits at a crossroads between inpatient and outpatient care (Figure 1). ... The expertise which an ED staff can bring to an encounter with a geriatric patient can meaningfully impact not only a patient's condition, but can also impact the decision to utilize relatively expensive inpatient modalities, or less expensive outpatient treatments."

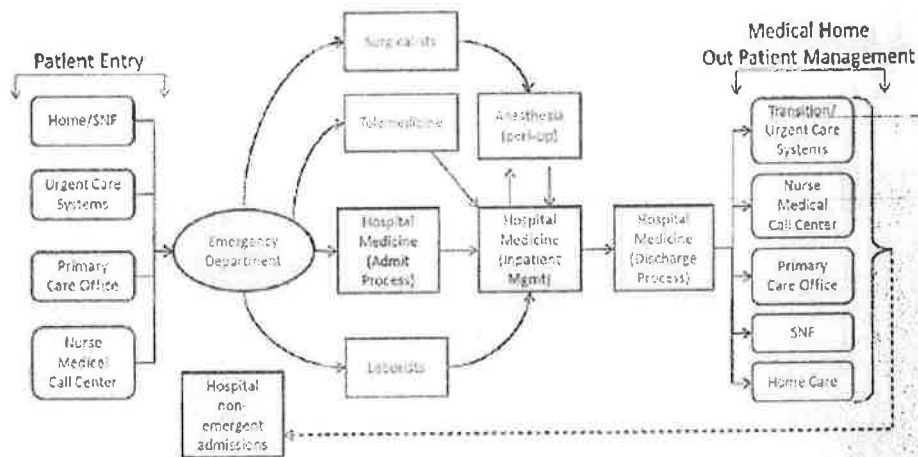


Figure 1. The central role of the ED in geriatric health care in contemporary medicine (reproduced with permission from TeamHealth's Patient Care Continuum Model.)

Other functions of the proposed satellite facility will be to accommodate group or individual instructional meetings or web-based broadcasts on topics such as nutrition and diabetic counseling. Community groups may meet at the facility for live broadcasts or discussions. Community screenings will also be offered.

The total project is a collaborative initiative to put new capabilities into practice and to address need for additional capacity to meet demand for patient convenience within the rapidly changing healthcare environment. Technology supports the enhanced capabilities of healthcare and has stimulated patients' expectations. Patients want shorter wait times and easier access. Simultaneously, HHS has recently started measuring, reporting, comparing and rewarding ED progress and patient satisfaction. A portion of Medicare reimbursement is based on the Hospital Consumer Assessment of Health Plans Survey (HCHAPS) scores.

Engaging patients in personal care involves making the solutions more accessible and the connection between health and quality of life more understandable. The growth in utilization of emergency services that continues nationally and at the state and local level, makes it imperative that the hospital systems work cooperatively to meet traditional needs by establishing additional ED capacity while also creating a place that provides multiple levels of accessibility for patient engagement, education and screening. The facilities will provide a vehicle for offering modern capabilities across a continuum of care that is broader than a traditional emergency room. In addition to an ED, the facilities will also be locally accessible community based platforms for implementing innovative health solutions as they evolve.

Through a joint operating agreement, Baptist Memorial Hospital (BMH) and Regional One Healthcare (ROH) will work together to establish best practices at the proposed satellite ED. The patients of both systems will benefit from having access to new capacity not only contributes to ensuring effecting practices, and to jointly conceived innovative approaches to treatment and to preventive care.

The satellite ED will be structured according to the Tennessee and CMS provider-based regulations and will operate as an outpatient department of BMH with the same licensure classification as the main ED on the BMH-Memphis campus. Patients will have access to a full service Emergency Department. If appropriate care is not available at the site, a patient will be stabilized and transported to the closest, most appropriate facility.

The satellite ED will be located in a single level of approximately 25,698 gross sq ft facility. It will open with 12 treatment rooms and supporting space and additional areas for other health care activities. Laboratory, and

CT, X-ray and ultrasound imaging will be provided. BMH will lease the space and equipment from the developer as described elsewhere in the application. Construction cost is estimated at \$261.94 per sq ft. The building will be located in southeast Memphis on land adjacent to a center owned and operated by ROH. The primary service area is an adjacent area represented by 8 zip codes (including enclosed zip codes). Nurse Staffing will be handled by BMH through system resources including the Baptist College. Team Health will provide physicians certified in Emergency Medicine in an extension of the current contract in place at the main ED on the BMH campus.

For BMH, the need for additional ED capacity can be best accommodated by satellite facilities. The main ED on the campus of BMH-Memphis has steadily increased in visits and has reached the capacity that was anticipated when the most recent expansion was completed in 2011. The main ED has expanded to the extent possible on the land available in the Northeast direction closest to Brierview Street. In 2014 the emergency room that was expanded to serve 60,000 visits reached 62,451.

For ROH, this project will enhance its continuing efforts to ensure services that are more accessible to patients it serves. ROH is already initiating services at its Kirby Road campus on which this ED will be established. This project will help accelerate the expansion of the Kirby campus, creating a hub for existing and perhaps future outpatient services. Further, ROH already has an extremely active Trauma Center and Emergency Department at its downtown campus, and the establishment of this ED will help alleviate the high utilization of those downtown emergency services. Occasionally, ROH's downtown campus has to divert patients to other ED's. The establishment of these "remote" freestanding EDs will result in more efficient throughput and higher satisfaction of its patients.

Finally, both BMH and ROH will benefit through co-branding their existing excellent services with a respected partner in the growing Memphis Metropolitan Statistical Area. The approval and successful operation of these ED projects may serve as a model, and thereby provide the opportunity for additional collaborations between these two acute care partners.

II. Provide a detailed narrative of the project by addressing the following items as they relate to the proposal.

- A. Describe the construction, modification and/or renovation of the facility (exclusive of major medical equipment covered by T.C.A. § 68-11-1601 et seq.) including square footage, major operational areas, room configuration, etc. Applicants with hospital projects (construction cost in excess of \$5 million) and other facility projects (construction cost in excess of \$2 million) should complete the Square Footage and Cost per Square Footage Chart. Utilizing the attached Chart, applicants with hospital projects should complete Parts A.-E. by identifying as applicable nursing units, ancillary areas, and support areas affected by this project. Provide the location of the unit/service within the existing facility along with current square footage, where, if any, the unit/service will relocate temporarily during construction and renovation, and then the location of the unit/service with proposed square footage. The total cost per square foot should provide a breakout between new construction and renovation cost per square foot. Other facility projects need only complete Parts B.-E. Please also discuss and justify the cost per square foot for this project.

If the project involves none of the above, describe the development of the proposal.

Response:

As shown on the following square footage chart, the project involves approximately 25,698 gross square feet in new construction for the satellite emergency department. The total building cost as shown in the letter from the architect is \$6,731,370.

The ED will be located in a single story building with 12 treatment

rooms. A decontamination space is close to the ambulance entry and a consultation area is positioned closer to the treatment rooms but not in direct sight. Although all rooms will be equipped to be used by pediatric and adult patients, structural modifications for older adults will make the area more comfortable for everyone. Enhanced lighting, colors and signage will enhance safety, mobility, memory cues and vision and hearing perception.

Spaces are provided to support additional health related activities such as Medical Home counseling, health conferences, an educational resource library, and a community room. Laboratory, and CT, X-ray and ultrasound imaging will be provided in ancillary space.

- B. Identify the number and type of beds increased, decreased, converted, relocated, designated, and/or redistributed by this application. Describe the reasons for change in bed allocations and describe the impact the bed change will have on the existing services.

Response:

Changes in beds are not part of this project proposal. However, the patient care areas are shown below:

PATIENT CARE AREAS	PROPOSED
Single Treatment Positions	
Trauma	1
Isolation	1
Gyn	1
Seclusion	1
Treatment	8
TOTAL	12 Areas

C. As the applicant, describe your need to provide the following health care services (if applicable to this application):

1. Adult Psychiatric Services
2. Alcohol and Drug Treatment for Adolescents (exceeding 28 days)
3. Birthing Center
4. Burn Units
5. Cardiac Catheterization Services
6. Child and Adolescent Psychiatric Services
7. Extracorporeal Lithotripsy
8. Home Health Services
9. Hospice Services
10. Residential Hospice
11. ICF/MR Services
12. Long-term Care Services
13. Magnetic Resonance Imaging (MRI)
14. Mental Health Residential Treatment
15. Neonatal Intensive Care Unit
16. Non-Residential Methadone Treatment Centers
17. Open Heart Surgery
18. Positron Emission Tomography
19. Radiation Therapy/Linear Accelerator
20. Rehabilitation Services
21. Swing Beds

Response

N/A None of these services are involved in this application.

D. Describe the need to change location or replace an existing facility.

Response

N/A

E. Describe the acquisition of any item of major medical equipment (as defined by the Agency Rules and the Statute) which exceeds a cost of \$2.0 million; and/or is a magnetic resonance imaging (MRI) scanner, positron emission tomography (PET) scanner, extracorporeal lithotripter and/or linear accelerator by responding to the following:

Response

N/A Major medical equipment is not involved in this project.

1. For fixed-site major medical equipment (not replacing existing equipment):
 - a. Describe the new equipment, including:
 1. Total cost ;(As defined by Agency Rule).
 2. Expected useful life;

3. List of clinical applications to be provided; Scans Include:
4. Documentation of FDA approval.

- b. Provide current and proposed schedules of operations.
2. For mobile major medical equipment:
 - a. List all sites that will be served;
 - b. Provide current and/or proposed schedule of operations;
 - c. Provide the lease or contract cost.
 - d. Provide the fair market value of the equipment; and
 - e. List the owner for the equipment.
3. Indicate applicant's legal interest in equipment (i.e., purchase, lease, etc.) In the case of equipment purchase include a quote and/or proposal from an equipment vendor, or in the case of an equipment lease provide a draft lease or contract that at least includes the term of the lease and the anticipated lease payments.

III. (A) Attach a copy of the plot plan of the site on an 8 1/2" x 11" sheet of white paper which **must** include:

1. Size of site (*in acres*); **Response:** 3 acres
2. Location of structure on the site; and
3. Location of the proposed construction.
4. Names of streets, roads or highway that cross or border the site.

Response:

A copy of the plot plan is Attached showing the size, locations of construction and streets bordering the site

Please note that the drawings do not need to be drawn to scale. Plot plans are required for all projects.

- (B) 1. Describe the relationship of the site to public transportation routes, if any, and to any highway or major road developments in the area. Describe the accessibility of the proposed site to patients/clients.

Response:

Public transportation is available by bus. The site is immediately accessible from a thoroughfare as shown in the plot plan.

- IV. Attach a floor plan drawing for the facility which includes legible labeling of patient care rooms (noting private or semi-private), ancillary areas, equipment areas, etc. on an 8 1/2" x 11" sheet of white paper.

Response:

A floor plan is attached indicating room locations and uses.

NOTE: **DO NOT SUBMIT BLUEPRINTS.** Simple line drawings should be submitted and need not be drawn to scale.

V. For a Home Health Agency or Hospice, identify:

1. Existing service area by County;
2. Proposed service area by County;
3. A parent or primary service provider;
4. Existing branches; and
5. Proposed branches.

Response

N/A A Home Health Agency or Hospice is not involved in this project.

SECTION C: GENERAL CRITERIA FOR CERTIFICATE OF NEED

In accordance with Tennessee Code Annotated § 68-11-1609(b), "no Certificate of Need shall be granted unless the action proposed in the application for such Certificate is necessary to provide needed health care in the area to be served, can be economically accomplished and maintained, and will contribute to the orderly development of health care." The three (3) criteria are further defined in Agency Rule 0720-4-.01. Further standards for guidance are provided in the state health plan (Guidelines for Growth), developed pursuant to Tennessee Code Annotated §68-11-1625.

The following questions are listed according to the three (3) criteria: (I) Need, (II) Economic Feasibility, and (III) Contribution to the Orderly Development of Health Care. Please respond to each question and provide underlying assumptions, data sources, and methodologies when appropriate. Please type each question and its response on an 8 1/2" x 11" white paper. All exhibits and tables must be attached to the end of the application in correct sequence identifying the question(s) to which they refer. If a question does not apply to your project, indicate "Not Applicable (NA)."

QUESTIONS

NEED

1. Describe the relationship of this proposal toward the implementation of the State Health Plan and Tennessee's Health: Guidelines for Growth.

- a. Please provide a response to each criterion and standard in Certificate of Need Categories that are applicable to the proposed project. Do not provide responses to General Criteria and Standards (pages 6-9) here.

Response:

Specific Certificate of Need Categories are not available for a satellite ED. However, the Criteria and Standards for Construction, Renovation, Expansion & Replacement of Health Care Institutions is applicable to this project.

Criteria and Standards: Construction, Renovation, Expansion & Replacement of Health Care Institutions

1. Any project that includes the addition of beds, services, or medical equipment will be reviewed under the standards for those specific activities.

Response:

This project is to add an additional satellite location for outpatient emergency services of Baptist Memorial Hospital-Memphis. Since there are no specific CON standards for satellite emergency services, responses to the general criteria will be provided as they are presented in the application.

2. For relocation or replacement of an existing licensed health care institution:

Response:

N/A This project is to add an additional satellite location for outpatient emergency services and is not a relocation or replacement.

- a. The applicant should provide plans which include costs for both renovation and relocation, demonstrating the strengths and weaknesses of each alternative.
- b. The applicant should demonstrate that there is an acceptable existing or projected future demand for the proposed project.
3. For renovation or expansions of an existing licensed health care institution:
 - a. The applicant should demonstrate that there is an acceptable existing demand for the proposed project.
 - b. The applicant should demonstrate that the existing physical plant's condition warrants major renovation or expansion.

Response:

Item 3.b. Does Not Apply since this project is not renovation or expansion of an existing facility. The response to 3.a. is a description of growth in ED Service demand and the available capacity for patients of BMH-Memphis and ROH.

Continuing Growth in Emergency Department visits at BMH-Memphis

The Emergency Department (ED) at BMH-Memphis, originally named Baptist East, was expanded in 1994 to accommodate 48,000-50,000 visits per year. Another CON application for expansion was approved in 2007 because the ED had again become saturated with approximately 54,089 annual patient visits. Accordingly, a Certificate of Need was approved in February 2008 that increased the area to approx. 29,000 sq ft. That size, as indicated by a publication endorsed by the American College of Emergency Physicians (ACEP) titled *Emergency Department Design A practical Guide to Planning for the Future*, would accommodate 50,000 - 60,000 annual visits.

In 2014, BMH-Memphis ED reported 62,451 visits. Visits have been increasing at the rate of 3-5% per year since 2011. Construction related to the 2008 CON was in phases and was active in 2010. It was completed in January 2011. The construction may have caused some people to divert to other locations in 2010. Recently, when the Pediatric Emergency Room was opened in January 2015 with ED services relocated from BMH-Memphis to Baptist Memorial Hospital for Women, only a brief reduction in patients occurred. Adult visits increased and growth is projected to be more than 5% for 2015.

BMH Memphis ED Visits Changes per Year									Projected
Year	2007	2008	2009	2010	2011	2012	2013	2014	10 mos 2015
Visits	54,300	55,973	56,966	54,284	56,862	58,333	60,274	62,451	65,601
% Change		3.08%	1.77%	-4.71%	4.75%	2.59%	3.33%	3.61%	5.04%

Source: Joint Annual Report for Hospitals

As explained in the Executive Summary, this project is a collaborative initiative between BMH-Memphis and Regional One Health. ED visits at Regional One Health also confirm the increasing trend:

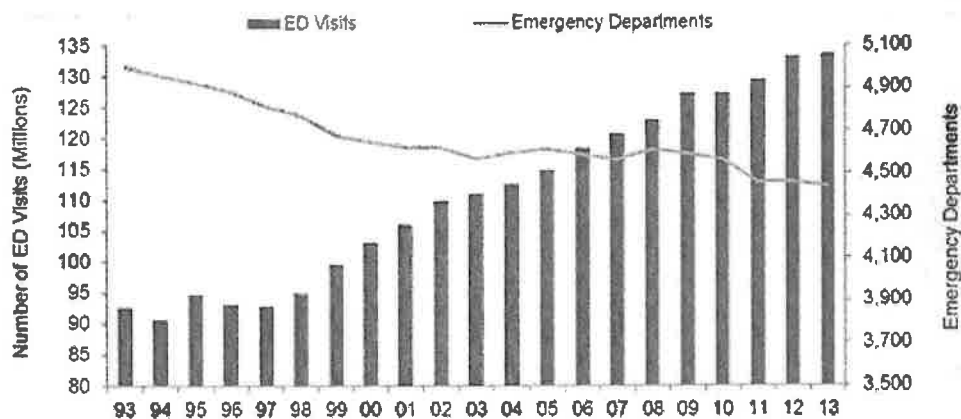
Regional One Health ED Visits					Forecast
Year	2011	2012	2013	2014	2015
Visits	45,189	48,895	55,963	53,189	58,576
% Change		8.20%	14.46%	-4.96%	10.13%

Note: 2015 forecast using regression

Continuing growth in Emergency Room utilization is recognized nationally and by states.

Nationally, the use of emergency department services steadily increased from 366 per 1,000 persons in 2000 to 423 per 1,000 persons in 2013. The American Hospital Association provided these graphics from Trendwatch 2015.

Chart 3.7: Emergency Department Visits and Emergency Departments⁽¹⁾ in Community Hospitals, 1993 – 2013



Source: Aisleria Health analysis of American Hospital Association Annual Survey data, 2013, for community hospitals.
⁽¹⁾ Defined as hospitals reporting ED visits in the AHA Annual Survey.

Table 3.3: Emergency Department Visits, Emergency Department Visits per 1,000 and Number of Emergency Departments, 1993 – 2013

Year	ED Visits (millions)	ED Visits per 1,000	Emergency Departments ⁽¹⁾
1993	92.6	359	4,998
1994	90.5	348	4,960
1995	94.7	360	4,923
1996	93.1	351	4,884
1997	92.8	347	4,813
1998	94.8	351	4,771
1999	99.5	365	4,679
2000	103.1	366	4,650
2001	106.0	372	4,621
2002	110.0	382	4,620
2003	111.0	382	4,570
2004	112.6	383	4,595
2005	114.8	388	4,611
2006	118.4	395	4,587
2007	120.8	401	4,565
2008	123.0	405	4,613
2009	127.3	415	4,594
2010	127.2	412	4,564
2011	129.5	415	4,481
2012	133.2	424	4,460
2013	133.6	423	4,440

In June 2015, the Tennessee Department of Health, Division of Policy, Planning and Assessment¹ released a report on Emergency Department Visits 2013. The introduction included, "This upsurge in emergency department use is a growing financial concern, since emergency

departments are required to provide some type of care to all patients even those who are uninsured and have no means of paying for the service.

Growth is also indicated by the Medicare population utilization. The June 2015 DATA BOOK on Health Spending and the Medicare Program published by the Medicare Payment Advisory Commission (MedPac) included information about the share of outpatient service expenditures for Emergency visits based on the ED CPT codes. For the Medicare population, the highest percentage share of payments involved emergency visits.

Chart 7-12. Hospital outpatient services with the highest Medicare expenditures, 2013

APC title	Share of payments	Volume (thousands)	Payment rate
Total	43%		
All emergency visits	6	12,634	\$202
All clinic visits	5	26,329	77

Note: APC (ambulatory payment classification). The payment rate for "all emergency visits" is a weighted average of payment rates from 10 APCs, and the payment rate for "all clinic visits" is a weighted average of payment rates from 5 APCs.
Source: MedPAC analysis of 5 percent analytic files of outpatient claims for calendar year 2013.

Summary:

Continuing Growth in ED visits at BMH and ROH and current high utilization at the capacity of the main facilities demonstrate that there is an acceptable existing demand for the proposed project. By selecting an area of the county where patients served by BMH and ROH reside, an alternate ED location will relieve the impact of the growth rate on the main hospital facilities for both BMH and ROH. Similar services will be located closer to the existing patient residences and the demand on existing services at the main locations will be relieved. The specific zip codes that are the primary market for this satellite ED are described in detail in subsequent responses to the general criteria in the application.

The main zip code areas with enclosed zips included are:

38115	Main	Memphis
38117	Main	Memphis
38118	Main	Memphis
38119	Main	Memphis
38125	Main	Memphis
38138	Main	Germantown
38139	Main	Germantown
38141	Main	Memphis

Discussion of this proposal toward implementation of the 5 Principals for Achieving Better Health found in the State Health Plan.

1. Healthy Lives

The purpose of the State Health Plan is to improve the health of Tennesseans.

Every person's health is the result of the interaction of individual behaviors, society, the environment, economic factors, and our genetic endowment. The State Health Plan serves to facilitate the collaboration of organizations and their ideas to help address health at these many levels.

Response:

The proposed project is an example of collaboration between two providers in the Metropolitan area- Baptist Memorial Hospital and Regional One Health. It will place emergency services closer to the patients of both providers in a care setting that is friendly for multiple generations. The location will be equipped to address several levels along the continuum of care. Technology will link resources for chronic disease management in patient episodes requiring immediate attention. At the other end of the continuum, opportunities will encourage community residents and their families to learn and participate to the extent possible in their personal care.

2. Access to Care

Every citizen should have reasonable access to health care.

Many elements impact one's access to health care, including existing health status, employment, income, geography, and culture. The State Health Plan can provide standards for reasonable access, offer policy direction to improve access, and serve a coordinating role to expand health care access.

Response:

Access to emergency medical services in a focused local setting is not restricted by existing health status, employment, income, geography or culture. Access is provided to professional staff sponsoring health services, education and activities that reduce risk and improve health. Convenient access to ED services can improve the care experience and satisfaction with the attention received.

3. Economic Efficiencies

The state's health care resources should be developed to address the needs of Tennesseans while encouraging competitive markets, economic efficiencies and the continued development of the state's health care system. The State Health Plan should work to identify opportunities to improve the efficiency of the state's health care system and to encourage innovation and competition.

Response:

The new ED setting will be equipped for diagnosing and effective treating patients with emergent needs closer to their residences. Economic efficiencies involve reducing the load at existing complex larger main hospitals. Patient delays will be

minimized by reduced waiting that is possible by providing space for faster flow of patients through the smaller care setting. Systems improvements that innovatively improve the health care system will result. Collaboration will be encouraged among medical providers without unnecessarily duplicating services.

4. Quality of Care

Every citizen should have confidence that the quality of health care is continually monitored and standards are adhered to by health care providers. Health care providers are held to certain professional standards by the state's licensure system. Many health care stakeholders are working to improve their quality of care through adoption of best practices and data-driven evaluation.

Response:

The new ED's telecommunication and electronic health record tools will ensure that patient information is appropriately accessible to providers and that patients can be effectively involved. Medical professionals will work in a setting that supports effective utilization and a high quality of work life.

5. Health Care Workforce

The state should support the development, recruitment, and retention of a sufficient and quality health care workforce. The state should consider developing a comprehensive approach to ensure the existence of a sufficient, qualified health care workforce, taking into account issues regarding the number of providers at all levels and in all specialty and focus areas, the number of professionals in teaching positions, the capacity of medical, nursing, allied health and other educational institutions, state and federal laws and regulations impacting capacity programs, and funding.

Response:

This project includes healthcare professionals who are dedicated to providing emergency services care for multiple generations and are already engaged in providing the services. The proposed ED will provide care in a setting that is comforting to patients and families and effective for professionals. The setting will be accessible to medical, nursing, allied health and educational institutions including the BMH College of Health Sciences.

- b. Applications that include a Change of Site for a health care institution, provide a response to General Criterion and Standards (4)(a-c)

Response:

N/A this is an additional outpatient location of the BMH ED that does not involve a change of site.

2. Describe the relationship of this project to the applicant facility's long-range development plans, if any.

Response:

This project is consistent with the long range plans of both BMH and ROH to accommodate the health needs of the patient communities they serve and to provide the highest quality, safety and service expectations.

The long range plans involve preparing for the future by responding at the right time in the right place with the appropriate level of accessible health service at the right cost. This project is a direct relationship to those plans.

3. Identify the proposed service area and justify the reasonableness of that proposed area. Submit a county level map including the State of Tennessee clearly marked to reflect the service area. **Please submit the map on 8 1/2" x 11" sheet of white paper marked only with ink detectable by a standard photocopier (i.e., no highlighters, pencils, etc.).**

Response:

A county level map is marked as an attachment to show Shelby as the primary county of service for the satellite ED. However, the zip code map on the following page is provided to identify the primary area that is the focus of this CON application. The zip codes define the primary boundaries to be evaluated for patients who are already going to the main EDs at BMH or ROH.

The process of selecting the location for the satellite ED began by determining areas where sufficient numbers of existing patients could be served to support operation of the satellite ED and relieve the main hospital ED load. When Regional One Health and Baptist Memorial Hospital evaluated potential locations, the area that had been approved for ROH to establish an Outpatient Diagnostic Center became a primary area of consideration.

The comprehensive *Tennessee Hospital Discharge Data System (HDDS)* maintained by the Tennessee Department of Health that contains information about hospital inpatient and outpatient ED services was the primary source of data. The 2014 data was used from the Tennessee Hospital Association since both BMH and ROH are members and have access to the data through the association prior to it becoming public from the Department of Health.

As described in a previous section of the application, the Zip Code areas are:

[illegible]

6525 Quince Road

6525 Quince		
38115	Main	Memphis
38117	Main	Memphis
38118	Main	Memphis
38119	Main	Memphis
38125	Main	Memphis
38138	Main	Germantown
38139	Main	Germantown
38141	Main	Memphis

The Table below indicates the numbers of patients from the identified zip code areas who are presently receiving care from the main ED locations for BMH and ROH

6525 Quince	2011	2012	2013	2014
Regional One	3,998	4,721	4,820	4,388
Baptist	14,602	15,172	15,704	15,596
Combined	18,600	19,893	20,524	19,984

Although the satellite ED will be full service, research and interviews with operators of freestanding EDs in other states found that some patients will not initially choose a satellite location that is not physically attached to a hospital. Also, it is likely that an ambulance will transport an ESI (triage) level 1 or 2 patient to an ED located with a hospital.

In order to estimate the percentage of patients that will not initially be candidates for service in the satellite ED, the number of patients from 2014 were sorted by CPT levels of service. The CPT codes are 99281, 99282, 99283, 99284 and 99285 and the levels are identified in an Attachment.

99281	99282	99283	99284	99285	Grand Total	CPT
638	1,892	4,589	3,617	1,786	12,522	BMH
28	170	1264	1758	1168	4388	ROH
665	2,062	5,853	5,375	2,954	16,910	Total Population

The Emergency Severity Index (ESI) triage leveling system from all BMH hospitals were analyzed by CPT level to determine the distribution of ESI level by CPT Level. Then, the proportion of the sum of ESI 1 and ESI 2 at each CPT level was applied to remove those number of patients from the population of potential satellite ED users with the results being these patients who are likely candidates to seek services at the proposed site.

99281	99282	99283	99284	99285	Grand Total
638	1,892	4,589	3,617	1,786	12,522
28	170	1264	1758	1168	4388
665	2,062	5,854	5,375	2,954	16,910
99.6%	98.6%	96.1%	88.7%	68.3%	
662	2,033	5,626	4,768	2,017	15,106

CPT
BMH
ROH
Total Population

Acuity Adjustment
Total After
Reduction

The result of the process is a population estimate based on existing patients that confirms a patient base to support the satellite ED. The projections for year 1 are 5,328 visits and year 2 are 7,478 visits are based on conservative estimates of the proportion of patients as the proximate zip codes who will use the satellite ED. The Table above indicates that the estimates are well within the population of existing patients.

4. A. Describe the demographics of the population to be served by this proposal.

Response:

Demographics of the zip codes comprising the area are presented on the following page.

- B. Describe the special needs of the service area population, including health disparities, the accessibility to consumers, particularly the elderly, women, racial and ethnic minorities, and low-income groups. Document how the business plans of the facility will take into consideration the special needs of the service area population.

Response:

Special Needs for the ED will primarily be age related. Pediatric and geriatric patients will be accommodated.

5. Describe the existing or certified services, including approved but unimplemented CONs, of similar institutions in the service area. Include utilization and/or occupancy trends for each of the most recent three years of data available for this type of project. Be certain to list each institution and its utilization and/or occupancy individually. Inpatient bed projects must include the following data: admissions or discharges, patient days, and occupancy. Other projects should use the most appropriate measures, e.g., cases, procedures, visits, admissions, etc.

Response

One outstanding project approved as CN1503-008 for Methodist South Hospital will not add patient care spaces. ED Services in Shelby County are provided below.

5225 Quince Road, Memphis TN ZIP Demographics													
ZIP Code	ZIP City Name	2015		2020		Change Selected		2015		2020		Change Selected Female	
		Selected	Population	Selected	Population	Count	%	Selected Male	Population	Selected Male	Population	Count	%
38115 Memphis		39735	40348	613	0.015	18264	18689	425	0.023	21471	21659	188	0.009
38117 Memphis		26167	26333	166	0.006	12401	12552	151	0.012	13766	13781	15	0.001
38118 Memphis		41119	41400	281	0.007	19478	19723	245	0.013	21641	21677	36	0.002
38119 Memphis		22551	22946	395	0.018	10277	10504	227	0.022	12274	12442	168	0.014
38125 Memphis		40178	42908	2730	0.068	18888	20212	1324	0.07	21290	22696	1406	0.066
38138 Germantown		23,841	24,136	295	1.2%	11,407	11,556	149	1.3%	12,434	12,580	146	1.2%
38139 Germantown		16,481	17,008	519	3.1%	8,032	8,261	229	2.5%	8,449	8,739	290	3.4%
38141 Memphis		22,569	22,706	136	0.6%	10,549	10,656	107	1.0%	12,020	12,049	29	0.2%
Total		232641	237776										
Change			5,135										
% Change			0.022073										

HOSPITAL NAME	ED Rooms	2011 Visits	2012 Visits	2013 Visits
Methodist University	38	56,725	60,902	62,587
Methodist South	37	59,346	62,659	62,300
Methodist North	43	59,726	66,862	69,062
Methodist Germantown	38	48,109	53,937	54,914
Regional One	51	45,189	48,985	55,963
Baptist-Memphis	52	56,862	58,333	60,274
Baptist-Collierville	13	16,602	17,735	16,714
St Francis-Park	38	39,853	42,198	44,856
St Francis-Bartlett	30	31,353	36,561	36,616
Delta Medical Center	13	24,350	24,385	26,459
Total		438,115	472,557	489,745

6. Provide applicable utilization and/or occupancy statistics for your institution for each of the past three (3) years and the projected annual utilization for each of the two (2) years following completion of the project. Additionally, provide the details regarding the methodology used to project utilization. The methodology must include detailed calculations or documentation from referral sources, and identification of all assumptions

Response:

As discussed in response to a previous item, The projections for year 1 is 5,328 visits and year 2 is 7,478 visits. The projections are based on conservative estimates of the proportion of patients as the proximate zip codes who will use the satellite ED.

BMH Memphis ED Visits			
Year	2012	2013	2014
Visits	58,333	60,274	62,451
% Change	2.59%	3.33%	3.61%

ECONOMIC FEASIBILITY

1. Provide the cost of the project by completing the Project Costs Chart on the following page. Justify the cost of the project.

- All projects should have a project cost of at least \$3,000 on Line F. (Minimum CON Filing Fee). CON filing fee should be calculated from Line D. (See Application Instructions for Filing Fee)

Response

The Chart has been completed on the following page. The CON filing fee has been calculated from Line D to be \$41,437.

- The cost of any lease (building, land, and/or equipment) should be based on fair market value or the total amount of the lease payments over the initial term of the lease, whichever is greater. Note: This applies to all equipment leases including by procedure or "per click" arrangements. The methodology used to determine the total lease cost for a "per click" arrangement must include, at a minimum, the projected procedures, the "per click" rate and the term of the lease.

Response

The Chart has been completed on the following page. Lease values were used because the total lease cost of the land and building, equipment and furnishings over the initial term was greater than the estimated construction cost. The cost without the lease was estimated to be \$12,302,579. Estimated construction amounts are provided in the letter from an architect.

The actual initial cash requirement is much less than the total cost indicated by the chart. A third party developer will lease the land and develop a building and lease the land and building and equipment to an LLC that will lease the facility and to BMH.

- The cost for fixed and moveable equipment includes, but is not necessarily limited to, maintenance agreements covering the expected useful life of the equipment; federal, state, and local taxes and other government assessments; and installation charges, excluding capital expenditures for physical plant renovation or in-wall shielding, which should be included under construction costs or incorporated in a facility lease.

Response

The equipment value is \$3,429,304. Major fixed equipment items are not part of the project.

- For projects that include new construction, modification, and/or renovation; documentation must be provided from a contractor and/or architect that support the estimated construction costs.

Response

The Chart has been completed on the following page with building, land and equipment costs in the lease amount. Documentation from the firm A2H is provided as Attachment Section C Economic Feasibility 1.

Equipment costing more than \$50,000 is listed below.

<u>Equipment over 50,000</u> Omnice11 Bed Alarm System X-Ray Ultrasound Computerized Tomography Security Surveillance

PROJECT COSTS CHART KIRBY

A. Construction and equipment acquired by purchase:	
1. Architectural and Engineering Fees	\$ -
2. Legal, Administrative (Excluding CON Filing Fee), Consultant Fees	\$ 25,000
3. Acquisition of Site	\$ -
4. Preparation of Site	
5. Construction Costs	\$ -
6. Contingency Fund	
7. Fixed Equipment (not included in Construction Contract)	
8. Moveable Equipment (List all equipment over \$50,000)	\$ -
9. Other (Specify) _____	
B. Acquisition by gift, donation, or lease:	
1. Facility (inclusive of building and land)	\$ 14,961,959
2. Building only	
3. Land only	
4. Equipment (Specify) not included in construction contract	\$ 2,824,257
5. Other (Specify) _____ I / T _____	\$ 605,047
C. Financing Costs and Fees:	
1. Interim Financing	\$ -
2. Underwriting Costs	\$ -
3. Reserve for One Year's Debt Service	\$ -
4. Other (Specify) _____	\$ -
D. Estimated Project Cost (A + B + C)	\$ 18,416,263
E. CON Filing Fee	\$ 41,437
F. Total Estimated Project Cost (D + E)	
TOTAL	\$ 18,457,700

2. Identify the funding sources for this project.

Please check the applicable item(s) below and briefly summarize how the project will be financed. (*Documentation for the type of funding MUST be Inserted at the end of the application, in the correct alpha/numeric order and identified as Attachment C, Economic Feasibility-2.*)

- ☐ A. Commercial loan--Letter from lending institution or guarantor stating favorable initial contact, proposed loan amount, expected interest rates, anticipated term of the loan, and any restrictions or conditions;
- ☐ B. Tax-exempt bonds--Copy of preliminary resolution or a letter from the issuing authority stating favorable initial contact and a conditional agreement from an underwriter or investment banker to proceed with the issuance;
- ☐ C. General obligation bonds—Copy of resolution from issuing authority or minutes from the appropriate meeting.
- ☐ D. Grants--Notification of intent form for grant application or notice of grant award; or
- ☒ E. Cash Reserves--Appropriate documentation from Chief Financial Officer.
- ☐ F. Other—Identify and document funding from all other sources.

3. Discuss and document the reasonableness of the proposed project costs. If applicable, compare the cost per square foot of construction to similar projects recently approved by the Health Services and Development Agency.

Response:

The architect estimated construction costs of the building to be \$262 per sq foot. The cost appears to be reasonable based on the HSDA's construction cost per square foot chart for new construction. It is slightly above Median for new hospital construction according to the chart.

Hospital Construction Cost Per Square Foot			
Years: 2012 – 2014	New		Total
Renovated	Construction		Construction
Construction			
1st Quartile	\$110.98/sq ft	\$224.09/sq ft	\$156.78/sq ft
Median	\$192.46/sq ft	\$259.66/sq ft	\$227.88/sq ft
3rd Quartile	\$297.82/sq ft	\$296.52/sq ft	\$298.66/sq ft

4. Complete Historical and Projected Data Charts on the following two pages--**Do not modify the Charts provided or submit Chart substitutions!** Historical Data Chart represents revenue and expense information for the last *three* (3) years for which complete data is available for the institution. Projected Data Chart requests information for the two (2) years following the completion of this proposal. Projected Data Chart should reflect revenue and expense projections for the ***Proposal Only*** (i.e., if the application is for additional beds, include anticipated revenue from the proposed beds only, not from all beds in the facility).

Response:

The Historical Data Chart has been completed for the last 3 years available fiscal years (2011-2013) for operations at Baptist Memorial Hospital- Memphis.

The Projected Data Chart has been completed for the first 2 full years following project completion.

5. Please identify the project's average gross charge, average deduction from operating revenue, and average net charge.

Response:

	Year 1	Year 2
Gross Charge	\$4330.00	\$4330.00
Average Deduction	\$3430.00	\$3495.00
Average Net Charge	\$900.00	\$835.00

HISTORICAL DATA CHART BMH ED

Give information for the last three (3) years for which complete data are available for the facility or agency. The fiscal year begins in OCT (Month)

	Year 2012	Year 2013	Year 2014
	58,333	60,274	62,541
A. Utilization Data (visits)			
B. Revenue from Services to Patients			
1. Inpatient Services (Admitted ER pts)	\$ 18,732,324	\$ 22,308,073	\$ 30,430,241
2. Outpatient Services			
3. Emergency Services	\$ 31,413,078	\$ 38,347,961	\$ 56,828,842
4. Other Operating Revenue (specify) <u>cafeteria, gift shop, etc.</u>	\$ 7,842	\$ 5,128	\$ 9,837
Gross Operating Revenue	\$ 50,153,244	\$ 60,661,162	\$ 87,268,920
C. Deductions from Gross Operating Revenue			
1. Contractual Adjustments	\$ 38,673,167	\$ 48,152,830	\$ 70,731,460
2. Provision for Charity Care	incl above	incl above	incl above
3. Provision for Bad Debt	incl above	incl above	incl above
Total Deductions	\$ 38,673,167	\$ 48,152,830	\$ 70,731,460
NET OPERATING REVENUE	\$ 11,480,077	\$ 12,508,332	\$ 16,537,460
D. Operating Expenses			
1. Salaries and Wages	\$ 7,218,826	\$ 7,108,790	\$ 7,028,452
2. Physician's Salaries and Wages	\$ 10,417	\$ 226,056	\$ 367,473
3. Supplies	\$ 1,260,367	\$ 1,306,805	\$ 1,234,562
4. Taxes	\$ 15,621	\$ 5,722	\$ 16,283
5. Depreciation			
6. Rent			
7. Interest, other than Capital			
8. Management Fees:			
a. Fees to Affiliates			
b. Fees to Non-Affiliates			
9. Other Expenses (Specify on separate page)	\$ 186,361	\$ 220,332	\$ 323,215
Total Operating Expenses	\$ 8,691,592	\$ 8,867,705	\$ 8,969,985
E. Other Revenue (Expenses) - Net (Specify)			
NET OPERATING INCOME (LOSS)	\$ 2,788,485	\$ 3,640,627	\$ 7,567,475
F. Capital Expenditures			
1. Retirement of Principal			
2. Interest			
Total Capital Expenditures	\$ -	\$ -	\$ -
NET OPERATING INCOME (LOSS)			
LESS CAPITAL EXPENDITURES	\$ 2,788,485	\$ 3,640,627	\$ 7,567,475

HISTORICAL DATA CHART-OTHER EXPENSES

OTHER EXPENSES CATEGORIES

	Year 2012	Year 2013	Year 2014
Linen	\$ 159,029	\$ 150,247	\$ 182,953
Courier	\$ 243	\$ 159	\$ 20
Repairs/Maintenance	\$ 10,193	\$ 1,708	\$ 29,393
Other events	\$ 16,896	\$ 10,616	\$ 10,136
Ambulance		\$ 57,602	\$ 100,713
Total Other Expenses	\$ 186,361	\$ 220,332	\$ 323,215

PROJECTED DATA CHART KIRBY

Give information for the last two (2) years following the completion of this proposal.
The fiscal year begins in Oct (Month)

	Year 1 5,328	Year 2 7,478
A. Utilization Data (visits)		
B. Revenue from Services to Patients		
1. Inpatient Services		
2. Outpatient Services		
3. Emergency Services	\$ 23,071,914	\$ 32,371,080
4. Other Operating Revenue (specify) <u>cafeteria</u>		
Gross Operating Revenue	\$ 23,071,914	\$ 32,371,080
C. Deductions from Gross Operating Revenue		
1. Contractual Adjustments	\$ 13,340,118	\$ 20,580,873
2. Provision for Charity Care	\$ 249,142	\$ 71,209
3. Provision for Bad Debt	\$ 4,684,392	\$ 5,477,542
Total Deductions	\$ 18,273,652	\$ 26,129,624
NET OPERATING REVENUE	\$ 4,798,262	\$ 6,241,456
D. Operating Expenses		
1. Salaries and Wages	\$ 2,336,395	\$ 2,881,951
2. Physician's Salaries and Wages		
3. Supplies	\$ 719,739	\$ 936,218
4. Taxes		
5. Depreciation	\$ 265,484	\$ 265,484
6. Rent	\$ 915,732	\$ 932,732
7. Interest, other than Capital		
8. Management Fees:		
a. Fees to Affiliates	\$ 239,913	\$ 312,073
b. Fees to Non-Affiliates	\$ 79,078	\$ 98,278
9. Other Expenses (Specify on separate page)	\$ 407,137	\$ 418,988
Total Operating Expenses	\$ 4,963,478	\$ 5,845,724
E. Other Revenue (Expenses) - Net (Specify)		
NET OPERATING INCOME (LOSS)	\$ (165,216)	\$ 395,732
F. Capital Expenditures		
1. Retirement of Principal		
2. Interest		
Total Capital Expenditures	\$ -	\$ -
LESS CAPITAL EXPENDITURES	\$ (165,216)	\$ 395,732

OTHER EXPENSES CATEGORIES

Total Other Expenses

6. A. Please provide the current and proposed charge schedules for the proposal. Discuss any adjustment to current charges that will result from the implementation of the proposal. Additionally, describe the anticipated revenue from the proposed project and the impact on existing patient charges.

Response

A representative charge schedule is shown below. Charges will not change as a result of this project.

Default CPT	Description	Price	CMS Reimbursement
99281	HC ED LEVEL ONE	\$324.00	\$56.56
99282	HC ED LEVEL TWO	\$419.00	\$105.46
99283	HC ED LEVEL THREE	\$688.00	\$185.51
99284	HC ED LEVEL FOUR	\$1,919.00	\$312.13
99285	HC ED LEVEL FIVE	\$3,004.00	\$460.69

- B. Compare the proposed charges to those of similar facilities in the service area/adjoining service areas, or to proposed charges of projects recently approved by the Health Services and Development Agency. If applicable, compare the proposed charges of the project to the current Medicare allowable fee schedule by common procedure terminology (CPT) code(s).

Response

Charges from recently submitted CON applications for emergency departments are shown below.

Methodist Hospital South ED CN1503-008

CPT	Procedure Level	Current Rate from CN1503-008
99281	Level 1	\$460
99282	Level 2	\$536
99283	Level 3	\$801
99284	Level 4	\$1,303
99285	Level 5	\$1,523

Northcrest Medical Center submitted August 2015

CPT	Procedure Level	Current Rate
99281	Level 1	\$359
99282	Level 2	\$498
99283	Level 3	\$634
99284	Level 4	\$1,094
99285	Level 5	\$1,750

7. Discuss how projected utilization rates will be sufficient to maintain cost-effectiveness.

Response

The utilization projected from the satellite ED is expected to generate positive net revenue in year 2.

8. Discuss how financial viability will be ensured within two years; and demonstrate the availability of sufficient cash flow until financial viability is achieved.

Response

The utilization projected from the satellite ED is expected to generate positive net revenue in year 2.

9. Discuss the project's participation in state and federal revenue programs including a description of the extent to which Medicare, TennCare/Medicaid, and medically indigent patients will be served by the project. In addition, report the estimated dollar amount of revenue and percentage of total project revenue anticipated from each of TennCare, Medicare, or other state and federal sources for the proposal's first year of operation.

Response

The Gross Revenue amounts from federal revenue programs are shown below.

	Gross Revenue	% of total
Medicare	\$ 4,882,350	26.45%
TennCare/Medicaid	\$ 5,829,286	31.58%
Self-Pay	\$ 3,800,665	20.59%
Private Pay	\$ 3,747,134	20.30%
Uninsured	\$ 199,355	1.08%
TOTAL	\$18,458,790	100.00%

10. Provide copies of the balance sheet and income statement from the most recent reporting period of the institution and the most recent audited financial statements with accompanying notes, if applicable. For new projects, provide financial information for the corporation, partnership, or principal parties involved with the project. Copies must be inserted at the end of the application, in the correct alpha-numeric order and labeled as Attachment C, Economic Feasibility-10.

Response

Balance sheet and income statements are provided as Attachment C, Economic Feasibility-10.

11. Describe all alternatives to this project which were considered and discuss the advantages and disadvantages of each alternative including but not limited to:

- a. A discussion regarding the availability of less costly, more effective, and/or more efficient alternative methods of providing the benefits intended by the proposal. If development of such alternatives is not practicable, the applicant should justify why not; including reasons as to why they were rejected.

Response

One option was to initiate plans to enlarge the existing emergency department at BMH Memphis. During the most recent expansion the foot print was extended as far as possible to the north, as well as phased construction was used to minimize disruption in service to patients. Additional construction would be complicated to stage without severe interruption of service.

Another option was to continue efforts to improve work flow in the existing area. However, the improvement in work flow does not stem the increasing demand.

This solution of offering services off campus not only improves access for Baptist patients and prevents future service disruption, but it also assists another community provider in improving access to their patients.

- b. The applicant should document that consideration has been given to alternatives to new construction, e.g., modernization or sharing arrangements. It should be documented that superior alternatives have been implemented to the maximum extent practicable.

Response

The applicant is continuing efforts to improve work flow in the existing area. However, the improvement in work flow does not stem the increasing demand.

CONTRIBUTION TO THE ORDERLY DEVELOPMENT OF HEALTH CARE

1. List all existing health care providers (e.g., hospitals, nursing homes, home care organizations, etc.), managed managed care organizations, alliances, and/or networks with which the applicant currently has or plans to have contractual and/or working relationships, e.g., transfer agreements, contractual agreements for health services.

Response

The proposed satellite emergency department has a joint operating agreement to include Regional One and Baptist. Relationships with entities throughout the Baptist System and other providers in the community will continue and build on working relationships and have access to other facilities through the county.

- 2 Describe the positive and/or negative effects of the proposal on the health care system. Please be sure to discuss any instances of duplication or competition arising from your proposal including a description of the effect the proposal will have on the utilization rates of existing providers in the service area of the project.

Response

The proposed satellite emergency department is projected to serve patients who are already in the BMH or ROH networks. While the application is focused on specific ZIP code areas, the new facility will be physically closer to communities who may choose the neighboring provider.

While providing the core emergency department services within the community other parts of the building may also support services for the improvement of health status.

The project is not anticipated to have any significant negative impact on the health care system as a whole since these patients are currently seeking service at BMH or ROH.

3. Provide the current and/or anticipated staffing pattern for all employees providing patient care for the project. This can be reported using FTEs for these positions. Additionally, please compare the clinical staff salaries in the proposal to prevailing wage patterns in the service area as published by the Tennessee Department of Labor & Workforce Development and/or other documented sources.

Response

Team Health has the manpower, expertise and other resources necessary to fill the emergency physician staffing needs.

Other FTEs are shown in the chart below.

HWY 64		Median	
Title	FTE	TN	BMH
RNs	8.2	\$27.10	\$27.84
Director	1	\$40.54	\$55.25
Respiratory Therapist	3.5	\$23.16	\$28.85
Medical Assistant	3.3	\$13.48	\$14.00
Manager	1	\$37.86	\$37.30
MM Tech	1	\$11.56	\$11.55
Lab Tech	3.2	\$16.81	\$26.50
Ultrasound Tech	3.2	\$23.49	\$28.15
CT Tech	3.3	\$24.45	\$25.50

Source: Tennessee Department of Labor & Workforce Development

4. Discuss the availability of and accessibility to human resources required by the proposal, including adequate professional staff, as per the Department of Health, the Department of Mental Health and Developmental Disabilities, and/or the Division of Mental Retardation Services licensing requirements.

Response

Team Health has the manpower, expertise and other resources necessary to fill the emergency physician staffing needs. Recruitment difficulties are not anticipated.

5. Verify that the applicant has reviewed and understands all licensing certification as required by the State of Tennessee for medical/clinical staff. These include, without limitation, regulations concerning physician supervision, credentialing, admission privileges, quality assurance policies and programs, utilization review *policies and programs, record keeping, and staff education.*

Response

A strength of the satellite ED is that the partners in the Joint Operating Agreement, that are BMH and ROH are both established Joint Commission accredited hospital and licensed by the Tennessee Department of Health. Both are knowledgeable and understand the requirements and regulations concerning physician supervision, credentialing, admission privileges, quality assurance policies and programs, utilization review policies and programs, record keeping, and staff education.

6. Discuss your health care institution's participation in the training of students in the areas of medicine, nursing, social work, etc. (e.g., internships, residencies, etc.).

TEAMHealth.

Dear Zach:

Team Health supports the establishment of satellite Emergency Departments by Baptist Memorial Hospital- Memphis to improve access and provide convenience for our patients.

Our organizations have worked together for many years. Team Health is willing to negotiate an amendment to its existing contract with Baptist Memorial Hospital whereby the same or similar medical services that are currently being provided at the hospital will be provided at the free-standing emergency departments. As you are aware, Team Health has the manpower, expertise and other resources necessary to fill this need.

We believe that the Emergency Departments will be a positive contribution to health care. We look forward to communicating more about them.

Sincerely,



John Proctor, MD, MBA, FACEP
President
TeamHealth Emergency Medicine, Central Group
105 West Park Drive, Suite 420 | Brentwood, Tennessee 37027
P: 615-507-7755 | F: 615-507-7790 | email: John.Proctor@teamhealth.com

Response

Baptist Memorial Health Care Corporation is a strong supporter of educational opportunities throughout the region. Baptist's Philosophy and Mission for the system states that, "... it seeks to ENCOURAGE, GUIDE, and INSTRUCT those individuals entering into professions related to the healing of the body, mind and spirit."

Baptist Memorial College of Health Sciences was chartered in 1994 as a specialized college offering baccalaureate degrees in nursing and in allied health sciences as well as continuing education opportunities for healthcare professionals.

The four year BHS degree includes radiology training in areas of diagnostic medical services, and radiographic technology. BMH will participate to make student learning opportunities available as circumstances allow.

7. (a) Please verify, as applicable, that the applicant has reviewed and understands the licensure requirements of the Department of Health, the Department of Mental Health and Developmental Disabilities, the Division of Mental Retardation Services, and/or any applicable Medicare requirements.

Response

BMH and ROH have reviewed and understand the licensure requirements of the Department of Health and applicable Medicare certification requirements. Both are well versed through operation of large emergency department on their respective campuses.

- (b) Provide the name of the entity from which the applicant has received or will receive licensure, certification, and/or accreditation.

Licensure: Health Facilities Licensure will be through the existing hospital license

Accreditation: Joint Commission accreditation is planned

- (c) If an existing institution, please describe the current standing with any licensing, certifying, or accrediting agency. Provide a copy of the current license of the facility.

Response

A copy of the BMH License is provided

- (d) For existing licensed providers, document that all deficiencies (if any) cited in the last licensure certification and inspection have been addressed through an approved plan of correction. Please include a copy of the most recent licensure/certification inspection with an approved plan of correction.

Response

The last completed licensure/certification with an approved plan of correction is included as Attachment Orderly Development 7 (d).

8. Document and explain any final orders or judgments entered in any state or country by a licensing agency or court against professional licenses held by the applicant or any entities or persons with more than a 5% ownership interest in the applicant. Such information is to be provided for licenses regardless of whether such license is currently held.

Response

There are no final orders or judgments to report.

9. Identify and explain any final civil or criminal judgments for fraud or theft against any person or entity with more than a 5% ownership interest in the project

Response

There are no final civil or criminal judgments to report.

10. If the proposal is approved, please discuss whether the applicant will provide the Tennessee Health Services and Development Agency and/or the reviewing agency information concerning the number of patients treated, the number and type of procedures performed, and other data as required.

Response

BMH will provide the Tennessee Health Services and Development Agency and/or the reviewing agency information concerning the number of patients treated, the number and type of procedures performed, and other data as required.

PROOF OF PUBLICATION

Attach the full page of the newspaper in which the notice of Intent appeared with the mast and dateline intact or submit a publication affidavit from the newspaper as proof of the publication of the letter of intent.

Response

A page from the Commercial Appeal is provided.

DEVELOPMENT SCHEDULE

Tennessee Code Annotated § 68-11-1609(c) provides that a Certificate of Need is valid for a period not to exceed three (3) years (for hospital projects) or two (2) years (for all other projects) from the date of its issuance and after such time shall expire; provided, that the Agency may, in granting the Certificate of Need, allow longer periods of validity for Certificates of Need for good cause shown. Subsequent to granting the Certificate of Need, the Agency may extend a Certificate of Need for a period upon application and good cause shown, accompanied by a non-refundable reasonable filing fee, as prescribed by rule. A Certificate of Need which has been extended shall expire at the end of the extended time period. The decision whether to grant such an extension is within the sole discretion of the Agency, and is not subject to review, reconsideration, or appeal.

1. Please complete the Project Completion Forecast Chart on the next page. If the project will be completed in multiple phases, please identify the anticipated completion date for each phase.
2. If the response to the preceding question *indicates that the applicant does not anticipate completing the project within the period of validity as defined in the preceding paragraph*, please state below any request for an extended schedule and document the "good cause" for such an extension.

NOTIFICATION OF INTENT TO APPLY FOR A CERTIFICATE OF NEED

This is to provide official notice to the Tennessee Health Services and Development Agency (Agency) and all interested parties, in accordance with T.C.A. § 68-11-1601 et seq. and the Rules of the Agency, that Baptist Memorial Hospital, a Corporation owned by itself, intends to file an application for a Certificate of Need for the construction and establishment of a satellite Emergency Department to be operated under the license of Baptist Memorial Hospital. The proposed new facility will have 12 treatment rooms and will include various supportive services such as CT, X-Ray and ultra-sound. Baptist Memorial Hospital is located at 6016 Walnut Grove Road, Memphis, Shelby County, Tennessee 38120. The building containing the proposed satellite emergency facility and other community-based health services will be located on a site near the intersection of Kirby and Quince Road on property addressed as 6525 Quince Road, Memphis, TN 38119. This project does not involve additional inpatient beds, major medical services or initiation of new services for which a certificate of need is required. The total project cost for purposes of the certificate of need application is estimated at \$18,457,700.

The anticipated date of filing the application is August 14, 2015. The contact person for this project is Arthur Maples, Dir. Strategic Analysis, who may be reached at 350 N. Humphreys Blvd, Memphis, TN 38120 (901) 227-4137.

Upon written request by interested parties, a local Fact-Finding public hearing shall be conducted. Written requests for hearing should be sent to:

Health Services and Development Agency
Andrew Jackson Building, 9th Floor
502 Deaderick Street
Nashville, Tennessee 37243

Pursuant to TCA Sec. 68-11-1607(c)(1), (A) any health care institution wishing to oppose a Certificate of Need application must file a written notice with the Health Services and Development Agency no later than fifteen (15) days before the regularly scheduled Health Services and Development Agency meeting at which the application is originally scheduled; and (B) Any other person wishing to oppose the application must file written objection with the Health Services and Development Agency at or prior to the consideration of the application by the Agency.

Classifieds Work!
Classifieds Work!
Classifieds Work!
Classifieds Work!
Classifieds Work!

To Place Your Ad

Call
(901) 529-2700

or

Fax
(901) 529-2278

or

Email
classifieds@
commercialappeal.com

Classifieds Work!
Classifieds Work!
Classifieds Work!
Classifieds Work!
Classifieds Work!

601 JOBS?
Call
901-529-5273
to place your
Help Wanted Ads

Commercial Appeal | The Commercial Appeal

MOBILE
READY.

CRANKSHAFT By Tom Batiuk & Chuck Ayers

EVERY YEAR AT THE
FAIR THERE'S ALWAYS
SOMETHING NEW AND
EXCITING!

YOU MEAN LIKE
THE NEW RIDES OR THE
MUSICAL ACTS?

NO... I WAS THINKING
MORE ALONG THE LINES
OF THE 'PORKTATO'!

PROJECT COMPLETION FORECAST CHART

Enter the Agency projected Initial Decision date as published in T.C.A. 68-11-1009©:

Assuming the CON approval becomes the final agency action on that _____;
 Indicate the number of days from the above agency decision date to each phase of the
 completion forecast.

Phase	Anticipated Date	
	Days Required	Month/Year
Architectural and engineering contract signed	5	10/2015
Construction documents approved by the Tennessee Department of Health	120	02/2016
Construction contract signed	120	02/2016
Building permit secured	140	03/2016
Site preparation completed	160	04/2016
Building construction commenced	160	04/2016
Construction 40% complete	250	07/2016
Construction 80% complete	370	11/2016
Construction 100% complete (approved for occupancy)	440	01/2017
*Issuance or license	470	02/2017
*Initiation of service	471	02/2017
Final Architectural Certification of payment	470	02/2017
Final Project Report Form (11F0055)	560	05/2017

* For projects that do NOT involve construction or renovation: Please complete
 items 10 and 11 only.

Note: If litigation occurs, the completion forecast will be adjusted at the time of the
 final determination to reflect the actual issue date.

AFFIDAVIT

STATE OF TENNESSEE

COUNTY OF SHELBY

GREGORY M DUCKETT, being first duly sworn, says that he/she is the applicant named in this application or his/her/its lawful agent, that this project will be completed in accordance with the application, that the applicant has read the directions to this application, the Rules of the Health Services and Development Agency, and T.C.A. § 68-11-1601, *et seq.*, and that the responses to this application or any other questions deemed appropriate by the Health Services and Development Agency are true and complete.


SIGNATURE/TITLE

Sworn to and subscribed before me this 13th day of August, 2015 a Notary
(Month) (Year)

Public in and for the County/State of Shelby Tennessee.




NOTARY PUBLIC

My Comm. Exp. August 21, 2016

My commission expires _____
(Month/Day) (Year)

INDEX OF ATTACHMENTS

Organizational Documentation	Section A-3
Organizational Chart	Section A-4
Deed	Section A-6
Plot Plan	Section B, III, A (1)
Floor Plan	Section B, IV
Service Area Map	Section C, 3
Architect Letter	Economic Feasibility 1
Chief Financial Officer Letter	Economic Feasibility 2(E)
Balance Sheet and Income Statements	Economic Feasibility, 10
License/Joint Commission	Orderly Development 7 (c)
State Survey/Inspection	Orderly Development 7 (d)
Emergency Department CPT and ESI definitions	

Organizational Documentation

Section A-3



STATE OF TENNESSEE
Tre Hargett, Secretary of State
Division of Business Services
William R. Snodgrass Tower
312 Rosa L. Parks AVE, 6th FL
Nashville, TN 37243-1102

Kirby Road and Quince Road JOA No. 1, LLC
350 N HUMPHREYS BLVD
MEMPHIS, TN 38120-2177

August 12, 2015

Filing Acknowledgment

Please review the filing information below and notify our office immediately of any discrepancies.

SOS Control # :	000810496	Formation Locale:	TENNESSEE
Filing Type:	Limited Liability Company - Domestic	Date Formed:	08/12/2015
Filing Date:	08/12/2015 3:35 PM	Fiscal Year Close:	9
Status:	Active	Annual Report Due:	01/01/2016
Duration Term:	Perpetual	Image # :	B0126-3821
Managed By:	Manager Managed		
Business County:	SHELBY COUNTY		

Document Receipt

Receipt # : 002190141	Filing Fee:	\$300.00
Payment-Check/MO - Baker Donelson Bearman Caldwell & Berkowitz, Nashville, TN		\$300.00

Registered Agent Address:
GREGORY M DUCKETT
350 N HUMPHREYS BLVD
MEMPHIS, TN 38120-2177

Principal Address:
350 N HUMPHREYS BLVD
MEMPHIS, TN 38120-2177

Congratulations on the successful filing of your **Articles of Organization** for Kirby Road and Quince Road JOA No. 1, LLC in the State of Tennessee which is effective on the date shown above. You must also file this document in the office of the Register of Deeds in the county where the entity has its principal office if such principal office is in Tennessee. Please visit the Tennessee Department of Revenue website (apps.tn.gov/bizreg) to determine your online tax registration requirements. If you need to obtain a Certificate of Existence for this entity, you can request, pay for, and receive it from our website.

You must file an Annual Report with this office on or before the Annual Report Due Date noted above and maintain a Registered Office and Registered Agent. Failure to do so will subject the business to Administrative Dissolution/Revocation.

Processed By: Charmayne Blair


Tre Hargett
Secretary of State

ARTICLES OF ORGANIZATION LIMITED LIABILITY COMPANY (ss-4270)

Page 1 of 2



Business Services Division
Tre Hargett, Secretary of State
State of Tennessee
312 Rosa L. Parks AVE, 6th Fl.
Nashville, TN 37243-1102
(615) 741-2286

Filing Fee: \$50.00 per member
(minimum fee = \$300, maximum fee = \$3,000)

For Office Use Only

FILED

The Articles of Organization presented herein are adopted in accordance with the provisions of the Tennessee Revised Limited Liability Company Act.

1. The name of the Limited Liability Company is: Kirby Road and Quince Road JOA No. 1, LLC

(NOTE: Pursuant to the provisions of T.C.A. §48-249-106, each Limited Liability Company name must contain the words "Limited Liability Company" or the abbreviation "LLC" or "L.L.C.")

2. Name Consent: (Written Consent for Use of Indistinguishable Name)

☐ This entity name already exists in Tennessee and has received name consent from the existing entity.

3. This company has the additional designation of: N/A

4. The name and complete address of the Limited Liability Company's initial registered agent and office located in the state of Tennessee is:

Name: Gregory M. Duckett

Address: 350 N. Humphrey Blvd

City: Memphis State: TN Zip Code: 38120 County: Shelby

5. Fiscal Year Close Month: September

6. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date and time is: (Not to exceed 90 days)

Effective Date: Month / Day / Year Time:

7. The Limited Liability Company will be: ☐ Member Managed ☒ Manager Managed ☐ Director Managed

8. Number of Members at the date of filing: 1

9. Period of Duration: ☒ Perpetual ☐ Other Month / Day / Year

10. The complete address of the Limited Liability Company's principal executive office is:

Address: 350 N. Humphrey Blvd

City: Memphis State: TN Zip Code: 38120 County: Shelby

17985-97108

ARTICLES OF ORGANIZATION LIMITED LIABILITY COMPANY (ss-4270)

Page 2 of 2



Business Services Division
Tre Hargett, Secretary of State
State of Tennessee
312 Rosa L. Parks AVE, 6th Fl.
Nashville, TN 37243-1102
(615) 741-2286

Filing Fee: \$50.00 per member
(minimum fee = \$300, maximum fee = \$3,000)

For Office Use Only

FILED

The name of the Limited Liability Company is: Kirby Road and Quince Road JOA No. 1, LLC

11. The complete mailing address of the entity (If different from the principal office) is:

Address: Same

City: _____ State: _____ Zip Code: _____

12. Non-Profit LLC (required only if the Additional Designation of "Non-Profit LLC" is entered in section 3.)

☐ I certify that this entity is a Non-Profit LLC whose sole member is a nonprofit corporation, foreign or domestic, incorporated under or subject to the provisions of the Tennessee Nonprofit Corporation Act and who is exempt from franchise and excise tax as not-for-profit as defined in T.C.A. §67-4-2004. The business is disregarded as an entity for federal income tax purposes.

13. Professional LLC (required only if the Additional Designation of "Professional LLC" is entered in section 3.)

☐ I certify that this PLLC has one or more qualified persons as members and no disqualified persons as members or holders.
Licensed Profession: _____

14. Series LLC (required only if the Additional Designation of "Series LLC" is entered in section 3.)

☐ I certify that this entity meets the requirements of T.C.A. §48-249-309(a) & (b)

15. Obligated Member Entity (list of obligated members and signatures must be attached)

☐ This entity will be registered as an Obligated Member Entity (OME) Effective Date: _____
Month Day Year

☐ I understand that by statute: THE EXECUTION AND FILING OF THIS DOCUMENT WILL CAUSE THE MEMBER(S) TO BE PERSONALLY LIABLE FOR THE DEBTS, OBLIGATIONS AND LIABILITIES OF THE LIMITED LIABILITY COMPANY TO THE SAME EXTENT AS A GENERAL PARTNER OF A GENERAL PARTNERSHIP. CONSULT AN ATTORNEY.

16. This entity is prohibited from doing business in Tennessee:

☐ This entity, while being formed under Tennessee law, is prohibited from engaging in business in Tennessee.

17. Other Provisions: _____

8/11/15
Signature Date

Manager
Signer's Capacity (if other than individual capacity) _____

Gregory M. Duckett
Signature

Gregory M. Duckett
Name (printed or typed) _____

20150811 11:21 AM RECEIVED BY CLERK OF COURT

Restated Charter

of

Baptist Memorial Hospital

Pursuant to the provisions of Section 48-60-106 of the Tennessee Nonprofit Corporation Act, the undersigned corporation adopts the following restated charter:

1. The name of the corporation is Baptist Memorial Hospital.
2. The duration of the corporation is perpetual.
3. The address of the principal office of the corporation in the State of Tennessee shall be 899 Madison Avenue, Memphis, Shelby County, Tennessee 38146.
4. The street address and zip code of the corporation's registered office is:
899 Madison Avenue
Memphis, Tennessee 38146
5. The corporation's registered office is located in Shelby County, Tennessee.
6. The name of the corporation's registered agent at that office is Charles R. Baker.
7. The corporation is a public benefit corporation.
8. The corporation is not-for-profit.
9. The purpose or purposes for which the corporation is organized are charitable, educational, religious and scientific, for the general welfare and not-for-profit, and particularly relating to the various aspects of hospital and health care and education, including the prevention of illness and disease and the treatment and care of persons who are ill, infirm or injured, in line with the traditional and ongoing mission of the Baptist churches affiliated through their State Baptist Conventions in Arkansas, Mississippi and Tennessee with the Southern Baptist Convention as now known and practiced among Baptists.
10. The corporation is authorized to establish, maintain and conduct hospitals, clinics, home health care organizations, rehabilitation centers, health maintenance organizations, hospices, nursing homes, nursing and other schools, educational organizations and

related institutions; to acquire, own, lease, manage, operate, conduct, provide services to, affiliate with and generally deal with such organizations, and real and personal property, equipment and materials related thereto, and any other supporting business entities or units, facilities and activities deemed to be appropriate in connection therewith and permitted by the Tennessee Nonprofit Corporation Act, including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, contributions to which are deductible under Section 170(c)(2) of said Code or corresponding provisions of any future United States internal revenue law. Notwithstanding any other provisions hereof, however, the corporation shall not carry on activities not permitted to be carried on by a corporation exempt under the said Section 501(c)(3) of the Internal Revenue Code, contributions to which are deductible under Section 170(c)(2) of said Code or corresponding provisions of any future United States internal revenue law. No part of any net earnings of the corporation shall inure to the benefit of any private shareholder or individual; and no substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.

11. The governing body of the corporation shall be a Board of Directors of not less than 3 nor more than 12 persons, as shall be set out in the bylaws. The directors shall be chosen, and their terms of office and manner of filling vacancies determined, by the sole member, Baptist Memorial Health Care System, Inc., a Tennessee not for profit corporation established under the authority of the said Arkansas, Mississippi and Tennessee Baptist Conventions.

12. In the event of the dissolution of the corporation and after paying or providing for payment of all liabilities of the corporation, the residual assets of the corporation shall be distributed to Baptist Memorial Health Care System, Inc. if at the time it qualifies as an exempt organization under Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, or corresponding provisions of any future United States internal revenue law. If for any reason Baptist Memorial Health Care System, Inc. shall not then qualify as such exempt organization then the assets shall be distributed equally to and among the said Arkansas, Mississippi and Tennessee Baptist Conventions, provided that they then qualify as exempt organizations

under Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding provisions of any future United States internal revenue law. If for any reason the said Baptist Conventions do not then so qualify for exemption, or otherwise cannot receive such assets, then the assets shall be distributed to one or more organizations as may be selected which do so qualify, for exclusively charitable, educational, religious and/or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding provisions of any future United States internal revenue law.

Dated: December 10, 1990.

BAPTIST MEMORIAL HOSPITAL

By: _____
Joseph H. Powell, President

Bylaws

of

Baptist Memorial Hospital

CHAPTER I

Section 1: *Name.* The name of this Institution shall be Baptist Memorial Hospital.

Section 2: *Principal Office.* The principal office of Baptist Memorial Hospital shall be 899 Madison Avenue, Memphis, Tennessee.

Section 3: *General Purposes.* The primary purpose of Baptist Memorial Hospital is to provide hospital and related health services, education, and scientific research in accordance with Christian principles as set out in the Charter of Incorporation, in line with the mission of the sole member, Baptist Memorial Health Care System, Inc.

CHAPTER II

Section 1: *Board of Directors.* The governing body of Baptist Memorial Hospital is its Board of Directors. The Board is responsible for operating the hospital within the scope of authority prescribed by the member. No delegation of authority by the Board of Directors to any other body or group shall preclude the Board from rescinding such delegation.

Section 2: *Appointment of Directors.* The Board of Directors of Baptist Memorial Hospital shall consist of twelve (12) persons who shall be appointed and who may be removed with or without cause by the member, Baptist Memorial Health Care System, Inc. Three (3) of the directors shall be residents of Arkansas, three (3) shall be residents of Mississippi, three (3) shall be residents of Tennessee, and three (3) shall be members of the Active Medical Staff of Baptist Memorial Hospital.

Section 3: *Terms of Office.* The terms of office of the directors of the Hospital shall be one year, unless otherwise determined by the member.

Section 4: *Vacancy.* In the event of the death, resignation or removal of a director, the vacancy shall be filled by the member.

Section 5: *Quorum.* A majority of the directors shall constitute a

quorum for the transaction of business. Proxies, in writing to the Chairman or Secretary of the Board of Directors, will be recognized only when such are necessary to form a quorum. The Board of Directors, or any committee thereof, may authorize or take action upon unanimous written consent to the same extent such action could be taken at a regular or special called meeting at which the directors were present in session, in accordance with Tennessee law.

Section 6: Meetings. The Board of Directors shall hold an annual meeting on the third Tuesday in January, or at such other time as may be fixed by the Board. The general officers of the Board shall be nominated and elected at the annual meeting.

Regular meetings of the Board of Directors will be held in accordance with a schedule to be adopted by the Board.

Special meetings may be called by the Chairman of the Board, the Vice Chairman in his absence, or by any five (5) members of the Board of Directors for the purpose of transacting any business, provided that notice of the time, place and purpose of the special meeting is mailed to the last known address of each director at least five (5) days preceding the date of the special meeting. Such notice may be waived by the directors.

All meetings of the Board of Directors shall be held at the headquarters of the corporation or at other locations when authorized by the Board. The Board and its committees are authorized to hold executive sessions.

CHAPTER III

Section 1: Officers of the Board of Directors. The general officers of the Board of Directors shall be a Chairman and three (3) Vice-Chairmen. Each officer shall be a member of the Board of Directors.

Section 2: Term of Office. The general officers shall serve until the next annual meeting or until their successors are elected and take office.

Section 3: Chairman. The Chairman shall preside at all meetings of the Board, manifest an interest in the general operations of the hospital and its allied agencies, and perform duties customarily assigned to the Chairman. He shall be an ex-officio member of all committees of the Board.

Section 4: Vice-Chairmen. In the event of the absence or disability of the Chairman, a Vice-Chairman shall be designated to carry out his duties.

CHAPTER IV

Section 1: *Committees of the Board.* The Board of Directors may authorize the formation of committees consisting of two or more persons, and may delegate appropriate authority to such committees as permitted under the Tennessee Nonprofit Corporation Act. In forming such committees, the Board shall give title to them, specify the qualifications for membership, prescribe the procedure for appointment and outline the duties and responsibilities thereof. The committees so formed shall be described in administrative regulations of the hospital.

Section 2: *Administrative Regulations.* The Board of Directors shall adopt Administrative Regulations. These shall exist in complementary manner to the Charter and Bylaws for the purpose of guiding the Board of Directors, its committees, and the President of the hospital in the implementation of their duties and responsibilities. The particular provisions shall derive from the Charter and Bylaws of the Baptist Memorial Health Care System, Inc., the Charter and Bylaws of Baptist Memorial Hospital, and actions and interpretations by the Board of Directors of the Hospital.

Section 3: *President.* The member shall appoint the President of Baptist Memorial Hospital. The President shall be the chief executive officer of the Hospital. The President shall have the necessary authority and responsibility for the management of the Hospital in its various activities and for the carrying out of the policies and resolutions of the Board. The President shall facilitate communications between the Hospital (governing body, administration, medical staff) and other health care delivery organizations that are corporately and functionally related.

The President shall periodically develop and submit to the Board or its authorized committee(s) plans and/or reports respecting hospital operations, personnel and corporate organization, professional services, budgets and financial information, communications with related health care delivery organizations, together with such other reports as the Board requests. In addition to the authority to select, employ, determine the compensation of and discharge hospital personnel generally, and to establish personnel policies and practices, the President is further authorized to select, employ, and discharge such Vice-Presidents, a corporate Secretary, and other administrative officers as he deems necessary or appropriate to assist in carrying out his duties. The President shall cause minutes of the meetings of the Board of Directors to be prepared and maintained on file as the Board may direct.

The President shall be guided by the principle that it is not in the best interest of the hospital to do business with business organizations in which a member of the Board of Directors, administrative staff or department head may have a substantial interest; or employ relatives (immediate families) of members of the Board of Directors, administrative staff and department heads. Exceptions may be made by express approval of the Board of Directors.

Section 4: *Auxiliaries*. In the formation of any auxiliary groups, the Board of Directors shall approve the purposes and bylaws of these groups in order to assure the consistency of the existence of these groups with the purposes of the hospital.

CHAPTER V

Section 1: *Funds*. The funds of the hospital shall be maintained in such accounts as deemed appropriate by the Board of Directors. Authorization for withdrawal of funds from these accounts shall be signed by two persons who shall be employees of the hospital who have been designated for this purpose by the Board of Directors.

Section 2: *Gifts*. Except where the hospital has agreed to accept a gift for a restricted purpose, all gifts shall be deemed to have been received for the purpose of the general development of the hospital.

Section 3: *Audit*. The Board of Directors shall name an audit firm whose duties shall include the making of an audit each year as of September 30th. Any State Convention desiring an additional audit may make such audit at its own expense.

Section 4: *Agents*. The Board of Directors is authorized to employ such agents as it deems appropriate.

Section 5: *Long Term Debt*. The Hospital shall not incur long term debt without the approval of the member.

CHAPTER VI

Section 1: *Medical Staff*. The Board of Directors shall cause to be named a Medical Staff of the hospital, and approve the organization of the Medical Staff. The Medical Staff organization functions as an integral part of the hospital corporation. Through its department chairmen, committees and officers, the Medical Staff is accountable and responsible to the Board of Directors for the discharge of those duties and responsibilities delegated to it by the Board, including the quality of medical care practiced in the hospital. With respect to the quality of medical care and other pertinent matters, the Board of Directors shall meet regularly (at least quarterly) with representatives

of the Medical Staff Executive Committee (generally the President, Secretary, and Chief of Staff, or others designated by the President of the Medical Staff) for appropriate communications and to receive recommendations and reports pertaining to Medical Staff functions and responsibilities. In addition, the Board of Directors may establish committees consisting of directors, members of the medical staff, and members of the administrative staff to perform designated duties outlined in the Medical Staff Constitution and Bylaws and the Hospital Bylaws, and to facilitate further communication between the Board, the Medical Staff, and Administration as indicated on matters of mutual interest.

The Medical Staff is responsible to the Board of Directors for the development, adoption, and periodic review of a Constitution and Bylaws of the Medical Staff to include procedures and requirements for medical staff appointment, advancement, credentialing, discipline, organization, and other functions. The Constitution and Bylaws of the Medical Staff and any changes therein shall require approval of the Board of Directors before becoming official. In all events the Board of Directors as the governing body shall have final authority in determining the staff appointment and privileges granted to practitioners and in this capacity shall be the final authority respecting the appeal procedure. The Board specifically reserves the authority to take any direct action it deems appropriate with respect to the right to practice or exercise privileges in the hospital. Action taken by the Board in such cases may, but need not, follow the procedures outlined in the Constitution and Bylaws of the Medical Staff; however, any Board action based upon competence or professional conduct that would result in a reduction of clinical privileges, suspension of clinical privileges (except for a period of up to 14 days for investigative purposes), revocation of staff appointment or denial of reappointment shall entitle the affected practitioner to a hearing and appeal as outlined in the Constitution and Bylaws of the Medical Staff except that members of the hearing body shall be appointed by the Chairman of the Board and may consist entirely of directors.

The hospital has the authority to enter into contracts or employment relations with physicians for the performance of certain services, including exclusive contracts for medical services when deemed to be appropriate. All physicians functioning pursuant to such contracts or employment relationships shall obtain and maintain Medical Staff appointment and the pertinent clinical privileges necessary to perform the particular services, which shall be processed as described in the Constitution and Bylaws of the Medical Staff. If a question arises

concerning clinical competence or clinical privileges during the term of the contract, that question shall be processed in the same manner as would pertain to any other Medical Staff appointee. If a modification of privileges or appointment resulting from such action is sufficient to prevent the physician from adequately performing his contractual duties, the contract shall automatically terminate. Clinical privileges or medical staff appointment resulting from a contract or employment arrangement shall be valid only during the term thereof. In the event that the contract or employment arrangement expires or is terminated, the clinical privileges and Medical Staff appointment resulting from the contract or employment shall automatically expire at the time the contract or employment expires or terminates. This expiration of clinical privileges and Medical Staff appointment or the termination or expiration of the contract itself, shall not entitle the physician to any hearing or appeal, unless there is a specific provision to the contrary in the contract. In the event that only a portion of the physician's clinical privileges are covered by the contract or employment, only that portion shall be affected by the expiration or termination of the contract or employment. Specific contractual or employment terms shall in all cases be controlling in the event that they conflict with provisions of the Constitution and Bylaws of the Medical Staff.

Section 2: *Quality and Risk Management.* The Board of Directors shall cause to be developed and shall support quality and risk management functions for the hospital. Responsibility for the conduct of these functions is delegated to the Medical Staff and the President of the Hospital. Each level of the organization (e.g. medical staff, nursing, clinical support services, etc.) is responsible and accountable to the Board of Directors for the quality of care provided within its respective range of services and/or clinical privileges through established reporting relationships. Monitoring and evaluation of the quality of patient care and of risks of patient injury associated with care shall be performed and reported to the Board through the hospital-wide quality and risk management programs.

CHAPTER VII

Section 1: *Amendments to Bylaws.* These bylaws may be amended in accordance with the provisions of the Tennessee Nonprofit Corporation Act, and with approval of the member.

Section 2: *Miscellaneous.* Pronouns of any gender used herein shall include the other genders.

Organizational Chart

Section A-4

This page is intentionally left blank

This page is intentionally left blank

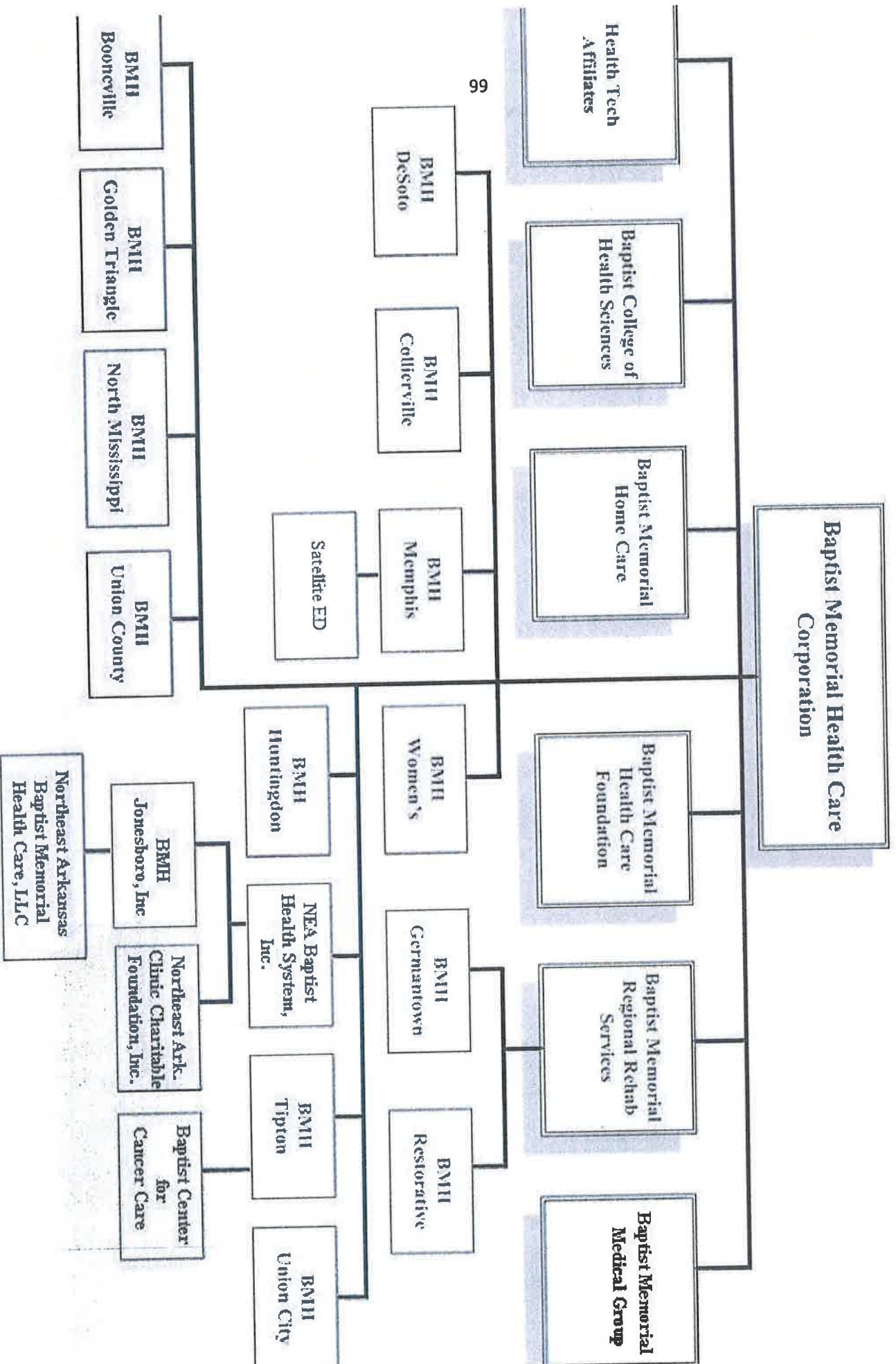
This page is intentionally left blank

This page is intentionally left blank

This page is intentionally left blank

This page is intentionally left blank

Baptist Memorial Health Care System Memphis, Tennessee



Deed

Section A-6

August 13, 2015

Mr. Greg Duckett
Corporate Secretary
Baptist Memorial Hospital, Inc.
350 N. Humphreys Blvd.
Memphis, TN 38120

Re: Proposed ground lease of property located at intersection of Kirby Road and Quince Road in Memphis, Tennessee to facilitate the development of a free standing emergency department ("FSED") building

Dear Greg:

The purpose of this Letter of Intent is to confirm the interest of Regional One Properties, Inc. ("Regional") to ground lease certain real property to Baptist Memorial Hospital, Inc. dba Baptist Memorial Hospital - Memphis ("BMH") consistent with the provisions of the term sheet attached hereto as Exhibit A (the "Term Sheet").

While the terms and conditions set forth in the Term Sheet are good faith estimates by the parties in order to facilitate the preparation and filing of a certificate of need application by BMH, the Term Sheet does not contain all of the critical terms of the proposed transaction and is subject to the conditions set forth therein, all of which are subject to the issuance by the Tennessee Health Services and Development Agency of a certificate of need for a FSED at the locations set forth in the Term Sheet.

Please feel free to contact us if you have any questions. We look forward to working with you to finalize this transaction.

Sincerely,

Regional One Properties, Inc.

ACKNOWLEDGED AND AGREED
TO THIS ____ DAY OF AUGUST, 2015

BAPTIST MEMORIAL HOSPITAL, INC.
dba Baptist Memorial Hospital - Memphis

By: _____
Name: _____
Title: _____

EXHIBIT A

GROUND LEASE TERM SHEET

PROPERTY:	Certain real property (the "Property") containing approximately 3.0 acres in a larger tract of land located at the intersection of Kirby Road and Quince Road in Memphis, Tennessee, known as 6525 Quince Road. The exact location of such 3.0 acre tract shall be mutually agreed upon between Ground Lessor and Ground Lessee.
GROUND LESSOR:	Regional One Properties, Inc. ("Regional One")
GROUND LESSEE:	Baptist Memorial Hospital, Inc. dba Baptist Memorial Hospital - Memphis ("BMH") or a single purpose entity to be formed by it
LEASE TERM:	An initial lease term of not less than 60 years with three (3) ten year options to extend
GROUND RENT:	The initial ground rent is estimated to be \$59,982.00 per year based on an assumed value of the Property of \$999,702 and an estimated rate of return of 6% per year on such assumed value. The actual rent shall be calculated by multiplying the appraised value of the Property by a factor that will produce a reasonable fair market return on investment of not less than 6% per annum nor more than 8% per annum to be agreed upon by the parties. Thereafter the rent shall escalate by 10% on each tenth anniversary of the commencement date of the ground lease. Such ground rent shall be totally net of all property taxes, insurance, maintenance and other costs, all of which shall be the responsibility of the ground lessee.
ASSIGNMENT:	BMH shall have the right to assign the ground lease to a single purpose entity to be formed by Duke Realty Limited Partnership in connection with a financing transaction for the construction of a free standing emergency department ("FSED") building on the Property
DEFINITIVE AGREEMENT:	The obligations of the parties hereunder shall be conditioned upon the negotiation and execution of a definitive ground lease agreement containing additional critical terms typically found in such agreements. This letter of intent shall remain in effect for not less than ninety (90) days; following the end of such 90 day period, it shall continue in effect subject to the right of either party hereto to terminate it by giving written notice to the other party of such termination.



August 13, 2015

Mr. Zach Chandler
EVP – Chief Strategy Officer
Baptist Memorial Health Care Corporation
350 N. Humphreys Boulevard
Memphis, Tennessee 38120

RE: Proposed development of free standing emergency department ("FSED") building to be located at intersection of Kirby Road & Quince Road in Memphis, Tennessee

Dear Zach:

The purpose of this Letter of Intent is to confirm the interest of Duke Realty Limited Partnership or one of its affiliates ("Duke Realty") to develop and construct the FSED building for the use and benefit of Baptist Memorial Health Care Corporation, a Tennessee not-for-profit corporation ("BMH") consistent with the provisions of the term sheet attached hereto as Exhibit A (the "Term Sheet").

While the terms and conditions set forth in the Term Sheet are good faith estimates by the parties in order to facilitate the preparation and filing of a certificate of need application by BMH, the Term Sheet does not contain all of the critical terms of the proposed transaction and is subject to the conditions set forth therein including, among other things, the execution and delivery of all agreements described therein, all of which are subject to (i) the issuance by the Tennessee Health Services and Development Agency of a certificate of need for a FSED at the location set forth in the Term Sheet, and (ii) approval by Duke Realty's Investment Committee.

Should you have any questions or concerns regarding this matter, please do not hesitate to call. We look forward to working with you to finalize the terms of this transaction.

Sincerely,

A handwritten signature in dark ink, appearing to read "Bill Mooney".

Bill Mooney
Senior Vice President, Healthcare

Mr. Zach Chandler
Baptist Memorial Health Care Corporation
Page 2 of 2

ACKNOWLEDGED AND AGREED
TO THIS 14 DAY OF AUGUST, 2015

BAPTIST MEMORIAL HEALTH CARE CORPORATION, a Tennessee not-for-profit corporation

By: [Signature]

Name: Zach Chandler

Title: CEO

BAPTIST MEMORIAL HOSPITAL D/B/A
BAPTIST MEMORIAL HOSPITAL - MEMPHIS, a Tennessee not-for-profit corporation

By: [Signature]

Name: Gregory M. Duckett

Title: Corporate Secretary

Exhibit A

TERM SHEET

PROJECT: Development of a single story free standing emergency department along with medical lab space, telehealth, medical home, and care coordination services comprised of approximately 25,000 rentable square feet ("RSF") to be developed in Memphis, Tennessee at the intersection of Kirby Road & Quince Road as depicted on Exhibit B attached hereto. A proposed floor plan is attached hereto as Exhibit C.

The Project shall be subject to approval by Duke Realty's Investment Committee prior to the execution of the lease transaction documents.

LANDLORD: A single purpose entity to be formed by Duke Realty.

TENANT(S): Kirby Road and Quince Road JOA No. 1, LLC, hereinafter referred to as "Newco," a Tennessee limited liability company and wholly owned subsidiary of Baptist Memorial Hospital d/b/a Baptist Memorial Hospital – Memphis ("BMH-Memphis"). It is anticipated that Shelby County Health Care Corporation d/b/a Regional One Health ("ROH") will acquire 40% of the ownership interest in Newco. Tenant may assign the space lease to an entity jointly owned by BMH-Memphis and ROH.

GUARANTOR: BMH or an entity with equivalent credit

DEVELOPER: Duke Realty

ARCHITECT(S): Architect as approved by Duke Realty and Tenant.

CONTRACTOR: General Contractor as approved by Duke Realty and Tenant.

RENT FACTOR: The Year One Net Rent shall be determined by multiplying the Rent Factor by the Total Project Budget as determined at the completion of the Project. Additional Amortized Rent as provided below shall be fully amortized over the term of the lease. All operating costs shall be paid by Tenant in addition to the Net Rent including Land Rent if applicable. Landlord will be reimbursed for real estate taxes, landlord insurance and 1% management fee.

LEASE TERMS: Duke Realty will lease the FSED to Newco under a Master Lease Agreement (the "Master Lease"), which shall contain the following terms:

Lease Terms

Net Rent Factor/Rent Constant*:	7.70%
Annual Net Rent Escalation:	2.25%
Amortized Rent Factor:	11.50%
Amortized Rent Escalation:	0%
Initial Lease Term:	15 years

* The Rent Factor herein will apply to each Project assuming fee simple land interest (or "hospital" on-campus ground lease) and commencement of construction in Calendar Year 2015. The Rent Factor of 7.70% will apply to the Total Project Budget up to \$400 per RSF

(the "Standard Cost Threshold"). Project costs in excess of the Standard Cost Threshold up to \$450 per RSF as determined at the completion of the Project shall include a rent factor of 11.5% to calculate the Additional Amortized Rent. If project costs were to exceed \$450 per RSF for the Project, all project costs over that amount for the Project would be funded by Tenant.

ESTIMATED PROJECT BUDGET:

The Estimated Project Budget has a NNN gross lease value of \$14,032,239 over the initial 15-year lease term, which does not include operating expenses and ground rent payments.

The Estimated Project Budget includes all costs to obtain the entitlements, design and construct the Project including all Duke Realty soft costs and the fees outlined below:

	FEES	
Development Fee	4.0%	
Construction Oversight Fee	2.0%	
Construction Financing Fee	6.0%	Construction interest computed on outstanding project costs through lease commencement
Financing Overhead Fee	0.6%	
Lease Commission Fee	N/A	No outside commissions
Legal Fee	\$20,000	(per Project)

ESTIMATED OPERATING EXPENSES:

Landlord to charge the following Annual Operating Expenses*:

Real Estate Taxes	\$3.70 per RSF
Insurance	\$0.30 per RSF
Asset Management Fee	\$0.30 per RSF
Total	\$4.30 per RSF
Total Annual Expense	\$100,000

* NOTE: The above Operating Expenses are NOT included in the overall project budget. Services will be contracted by Tenant to operate and maintain the building such as utilities, janitorial services, maintenance and repairs, administrative fees, roads, grounds and security.

RENEWAL OPTIONS:

Tenant shall have four (4), five-year renewal options with nine (9) months prior written notice. The initial rental rate of each renewal term will be an amount equal to a fair market value rental rate. If Landlord and Tenant cannot agree on a market rate, then Tenant may choose to have a market rate determined by an appraisal.

SCHEDULE:

Total development time for the Project will not exceed sixteen (16) months following entitlement of the underlying land for Project and the commencement of design and construction pursuant to a fully executed lease. Immediately upon engagement, Duke Realty will update the detailed development schedule, including all milestones to be met by all parties, in order for the schedule to be maintained. The terms herein assume the Project will commence in Calendar Year 2015.

CREDIT ENHANCEMENT:

To be determined upon a review of Tenant's financials.

RENT

COMMENCEMENT:

Rent Commencement shall occur upon substantial completion of the Project.

GROUND LEASE:

The anticipated ground lease payment over the initial 15-year term of the lease is \$929,720.

ROH shall ground lease the land for the underlying Project to Duke Realty upon the following terms:

- The initial term shall be no less than 60 years with three (3) ten year options to extend.
- The initial annual ground rent shall be based upon appraised value of the land multiplied by fair market return on investment.
- The ground rent shall escalate by 10% every ten (10) years.
- Duke Realty, as ground lessee, shall have the option to terminate the ground lease upon expiration of the Master Lease and every five (5) years thereafter.
- Upon expiration or termination of the ground lease, title to the Building will revert to the ground lessor, ROH.

PURCHASE OPTION:

Following the fifteenth (15th) year of the Lease Term and staged intervals thereafter if the Lease Term is extended, Tenant shall have the option to purchase the Project and assume the ground lease (if applicable) for a price equal to the greater of (i) either (A) the total initial cost of design and construction of the Project plus the unamortized cost of any capital expenditures and the unamortized cost of tenant improvements in tenant space or (B) in the event the Project shall have been sold in the interim pursuant to the terms of the ground lease (if applicable), the Interim Purchase Price (as hereinafter defined) in addition to any third party closing costs associated therewith plus the costs of any unamortized subsequent tenant improvements in subtenant space or capital expenditures; and (ii) the then appraised fair market value of the Project (with such appraisal to assume continued Tenant occupancy under its lease of space for the Leased Premises under the same lease terms for a period of not less than 10 years). As used herein, the "Interim Purchase Price" means the purchase price paid by the most recent purchaser for the Project as reasonably determined between the then current Landlord and said recent purchaser. Notwithstanding the foregoing, Tenant shall not be obligated to consummate the purchase of the Project and assumption of the ground lease pursuant to the Purchase Option in the event that the purchase price as calculated under (i) above is in excess of the fair market value as calculated in (ii) above at the time of exercise and the Purchase Option shall be deemed waived at such time.

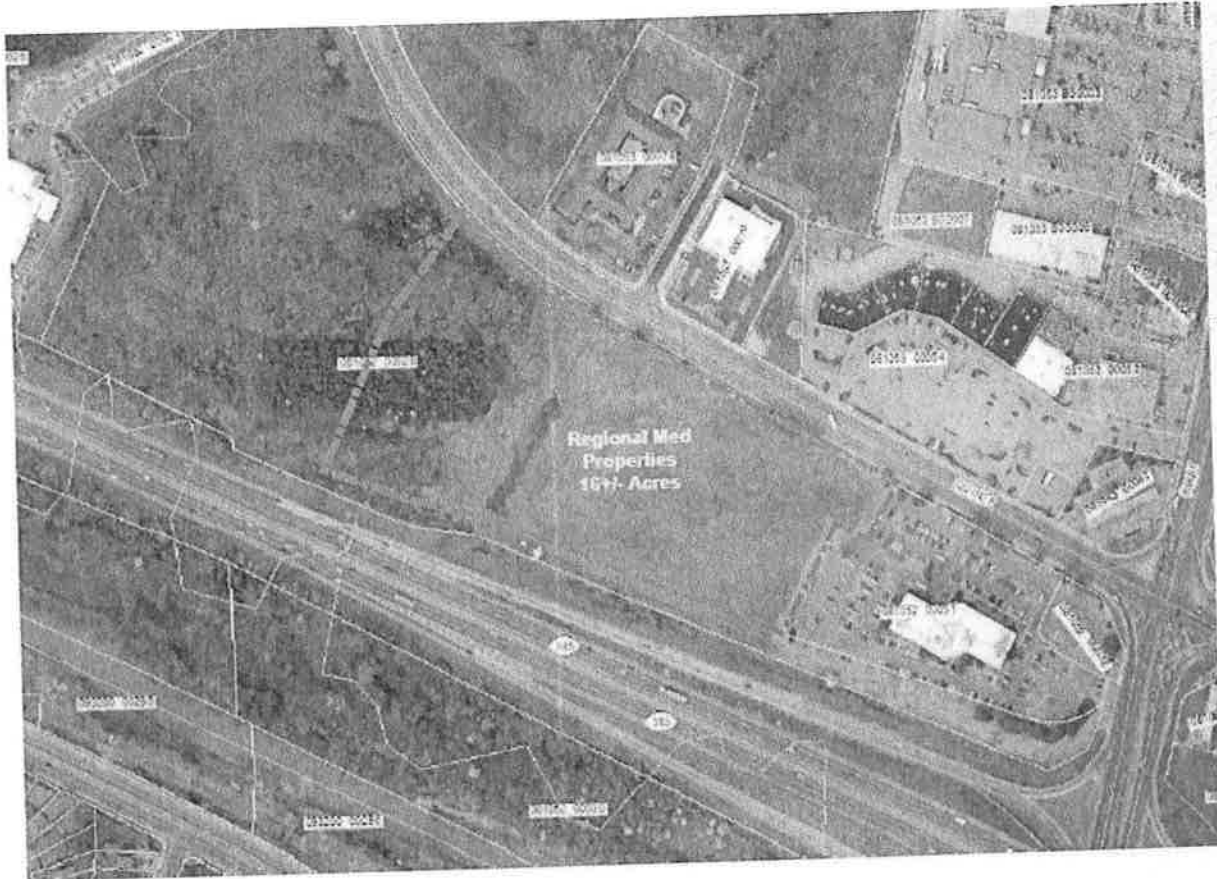
SUBLEASE:

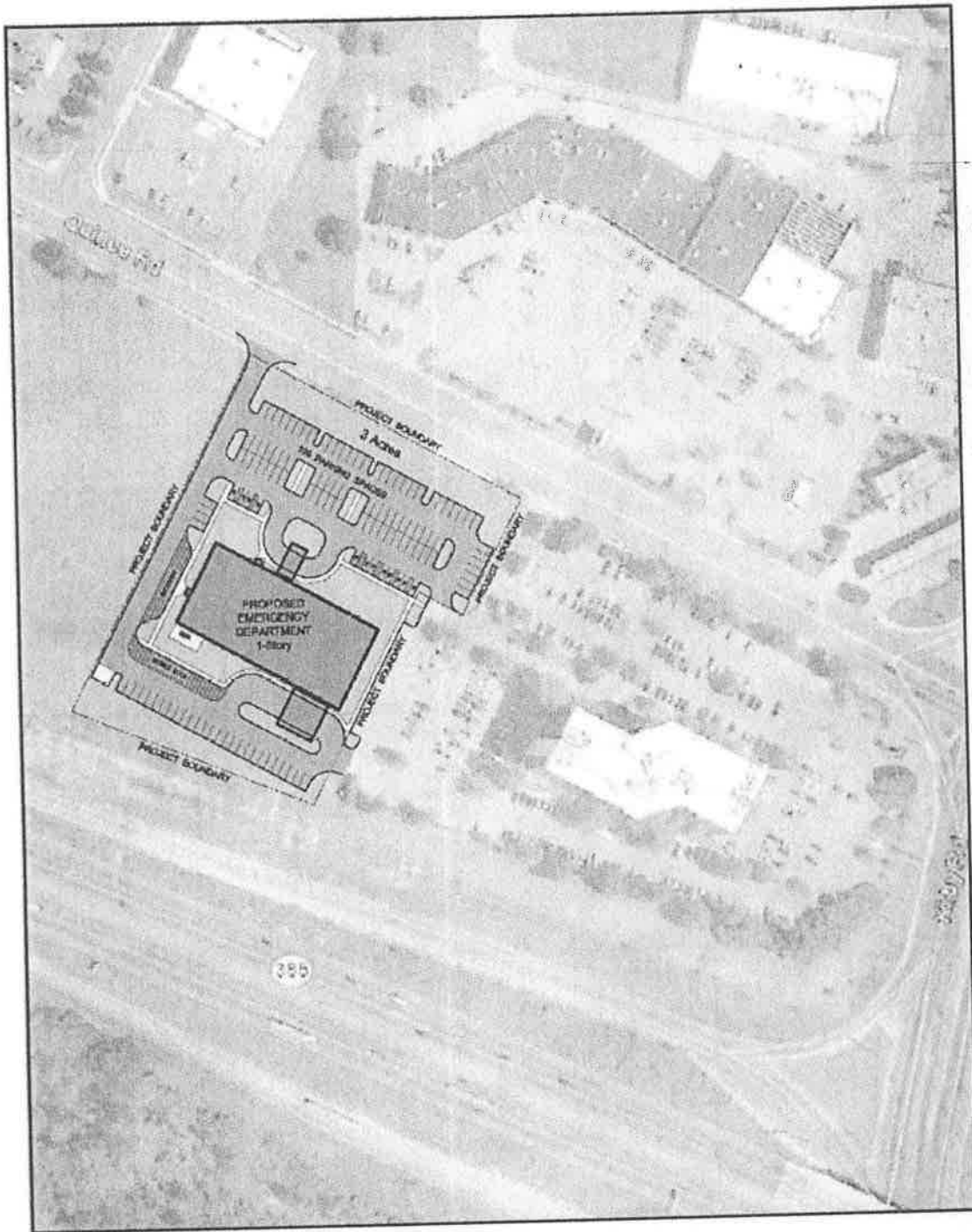
Newco will acquire substantially all of the fixtures, furnishings and equipment reasonably necessary to operate the FSED (the "Equipment"). Upon substantial completion of the Project, Newco will sublease the FSED, along with substantially all of the Equipment, to BMH-Memphis pursuant to a Sublease Agreement.

NON-BINDING:

Nothing contained herein shall be binding on either party unless and until appropriate lease documents are fully negotiated, approved by Duke Realty's Investment Committee, executed, and exchanged by the parties.

Exhibit B
DEPICTION OF PROJECT SITE





Kirby Road

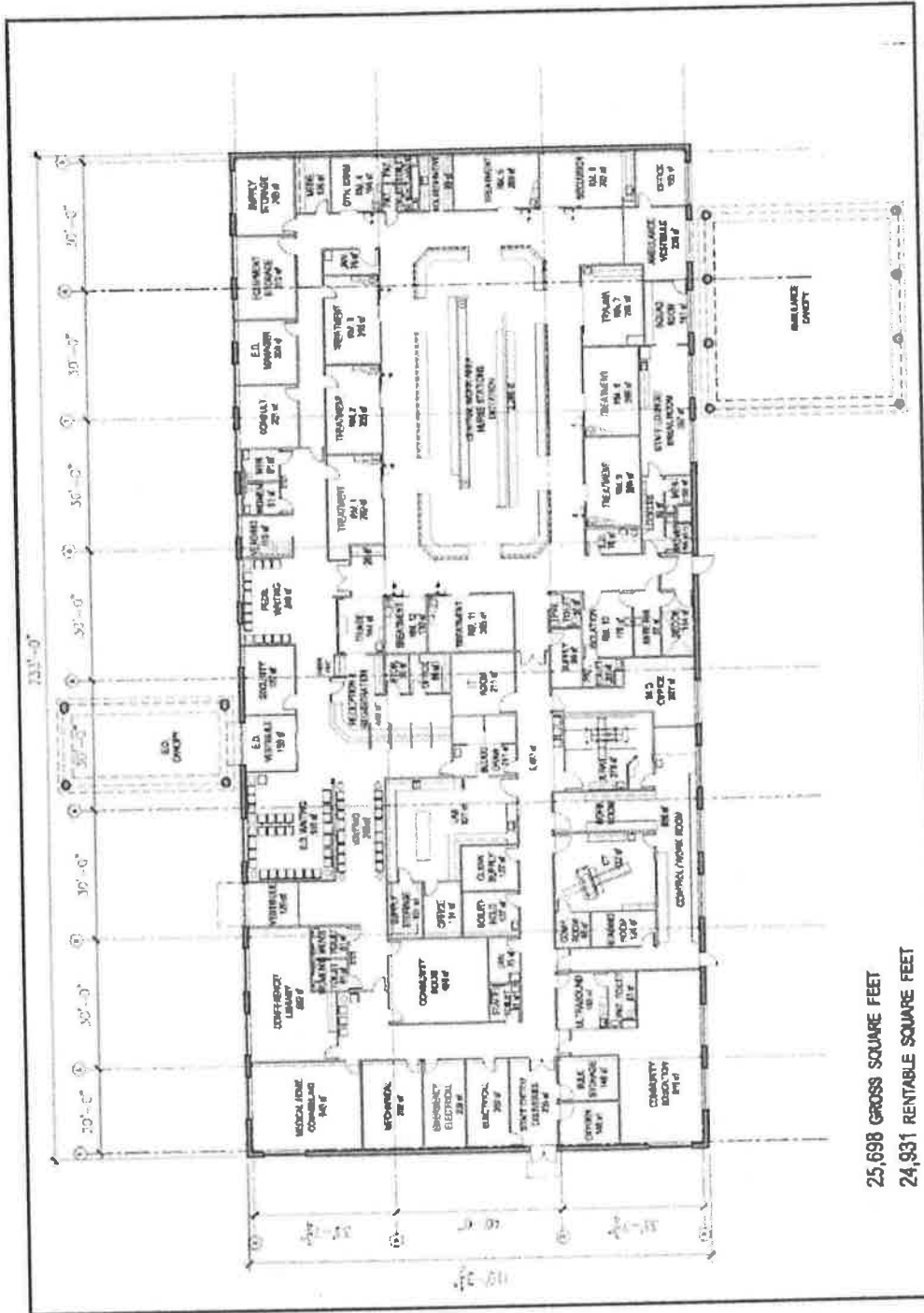
August 11, 2015

DukeREALTY
HEALTHCARE

Exhibit B
Page 2 of 2
76

Exhibit C

PROPOSED FLOOR PLAN



Kirby Road

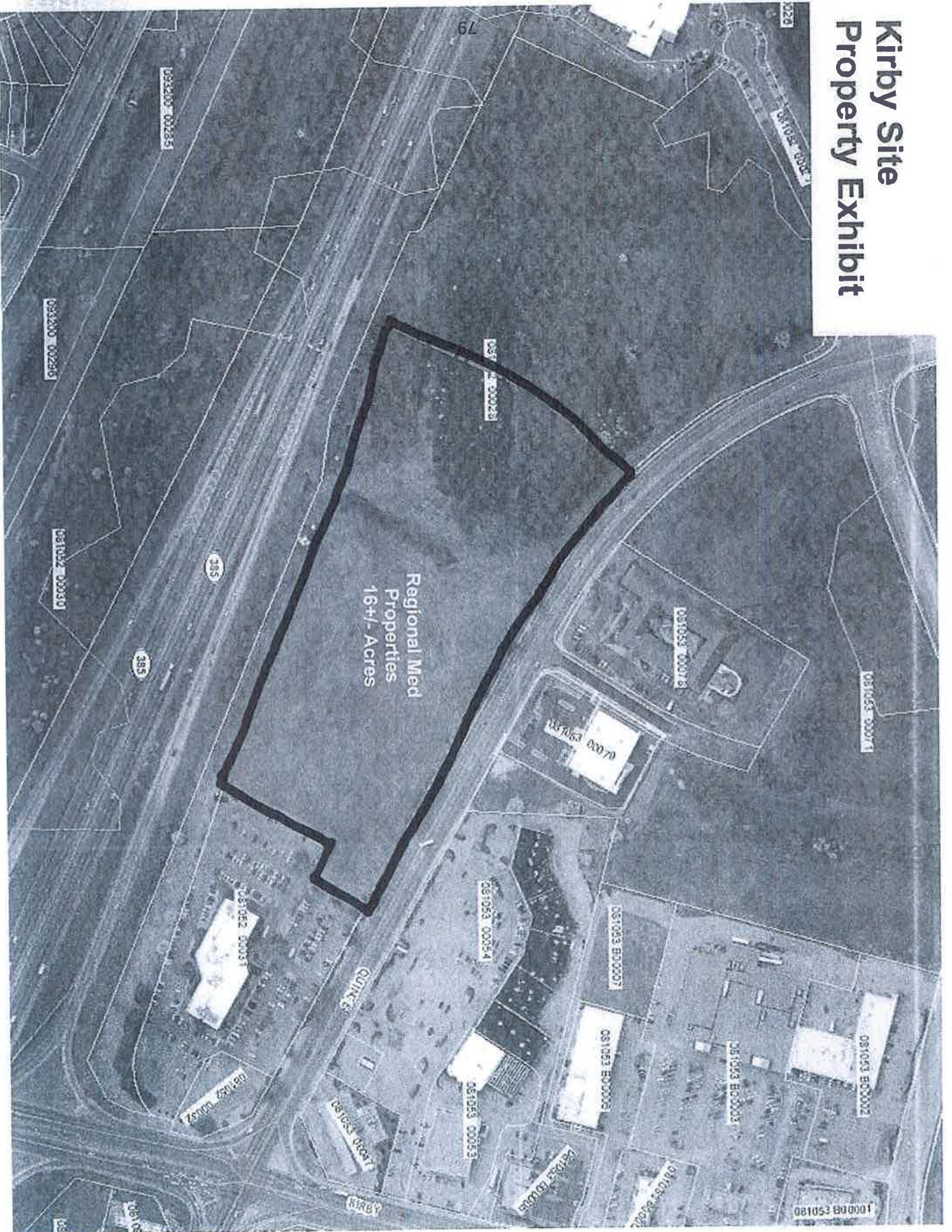
25,698 GROSS SQUARE FEET
24,931 RENTABLE SQUARE FEET

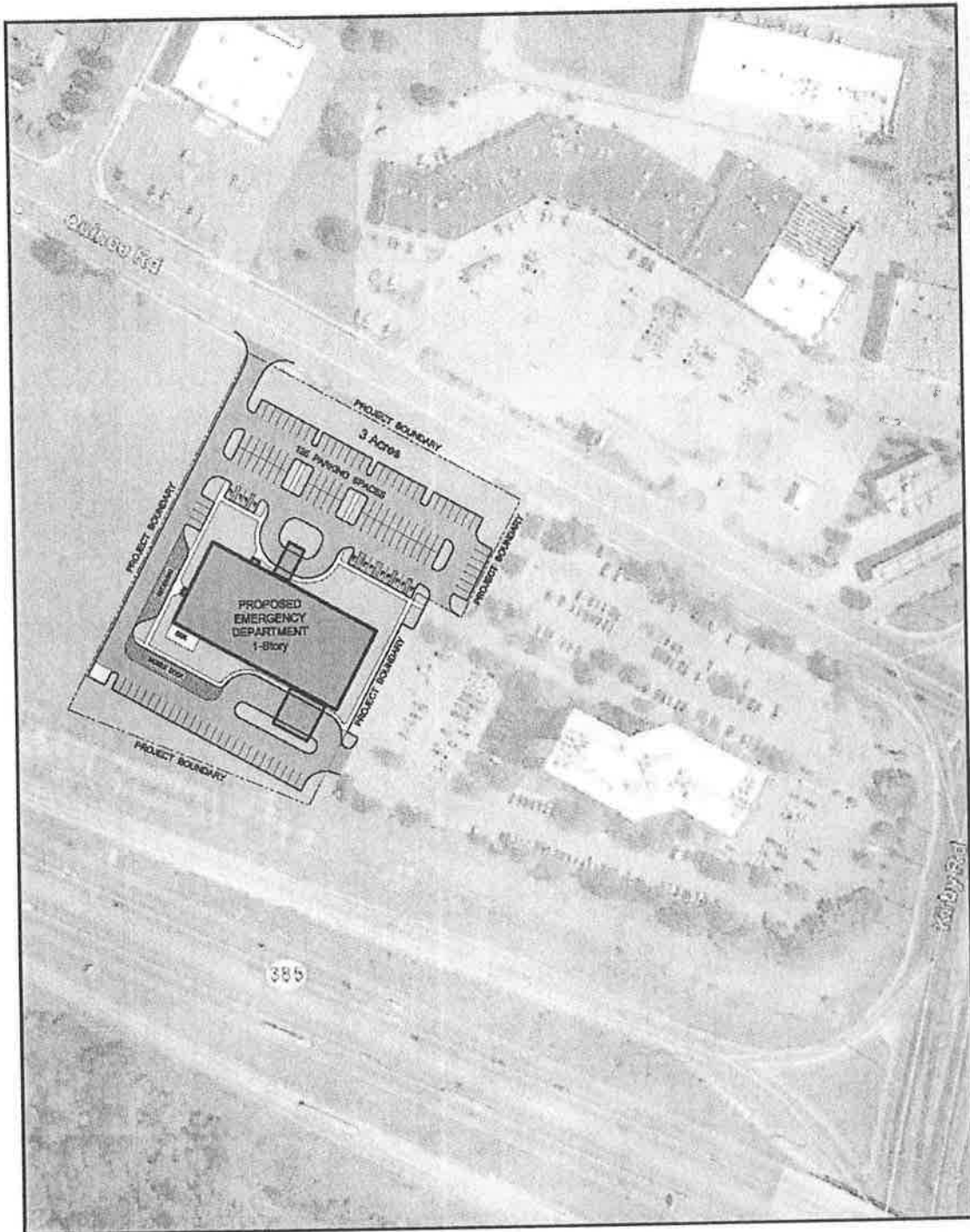
August 11, 2015 Scale: 1" = 30'

Plot Plan

Section B, III, A (1)

Kirby Site Property Exhibit





Kirby Road

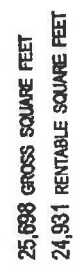
August 11, 2015

DukeREALTY
HEALTHCARE

Floor Plan

Section B, IV

Kirby Road

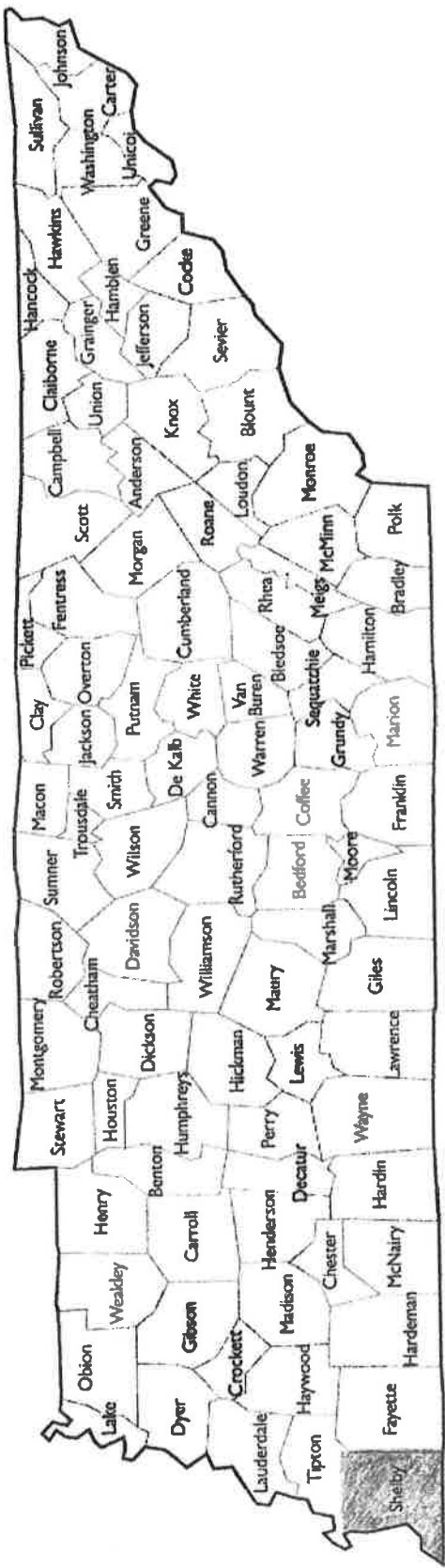


August 11, 2015
Scale: 1" = 30'

Service Area Map

Section C, 3

TENNESSEE COUNTY MAP



Architect Letter

Economic Feasibility 1



August 3, 2018

Ms. Melanie Hill
Executive Director
State of Tennessee
Health Services and Development Agency
500 Deaderick Street, Suite 850
Nashville, TN 37243

RE: Baptist Memorial Hospital
Free Standing Emergency Department
Kirby Road
Memphis, TN

A2H Project #15289

This letter will denote that A2H, Inc. has reviewed the site preparation and construction costs indicated for the referenced project as follows:

Sitework	\$ 623,275
Building	\$ 6,731,370

We find the costs to be reasonable for the described scope of work. The construction costs have considered recent market conditions and inflation. We have also estimated Architectural and Engineering Fees of \$563,910.00 for the project.

Sincerely,

A2H, Inc.

Stewart A. Smith, AIA, EDAC
Senior Architect

SAS/pjs



August 3, 2015

Ms. Melanie Hill
Executive Director
State of Tennessee
Health Services and Development Agency
500 Deaderick Street, Suite 850
Nashville, TN 37243

RE: Baptist Memorial Hospital
Free Standing Emergency Department
Kirby Road
Memphis, TN

A2H Project #15289

Dear Ms. Hill,

This letter will affirm that, to the best of our knowledge, the design intended for the construction of the referenced facility will be in accordance with the following primary codes and standards as listed in the Rules of Tennessee Department of Health Board for Licensing Health Care Facilities – Standards for Hospitals – Chapter 1200-8-1-.08:

- 2009 International Building Code w/Shelby County Amendments.
- 2009 International Plumbing Code
- 2009 International Mechanical Code
- 2009 International Energy Conservation Code
- 2008 National Electrical Code / NFPA 70
- 2009 International Fire Code
- 2006 NFPA 101 (Life Safety Code)
- ANSI 117.1 W/Chapter 11 of 2009 IBC

This listing may not be entirely inclusive, but the intent is for all applicable codes and standards, State or Local, to be addressed during the design Process.

Sincerely,

A2H, Inc.

Stewart A. Smith, AIA, EDAC
Senior Architect

SAS/pjs

Chief Financial Officer Letter

Economic Feasibility 2(E)

BAPTIST MEMORIAL HEALTH CARE CORPORATION

August 13, 2015

Ms. Melanie Hill
Executive Director
Tennessee Health Services and
Development Agency
Andrew Jackson, 9th Floor
502 Deaderick Street
Nashville, TN 37243

Re: Baptist Memorial Hospital – Satellite Emergency Department, 6525 Quince Road

Dear Ms. Hill:

Under the Joint Operating Agreement arrangement between Baptist Memorial Hospital (BMH) and Regional One Health (ROH), BMH will fund 60% of the capital required to establish the project referenced above. The BMH 60% share is expected to be \$4,500,000. This letter confirms that BMH has sufficient cash and other liquid assets to fund its share of the project.

Sincerely,



Donald R. Pounds
Senior Vice President
and Chief Financial Officer



August 14, 2015

Melanie Hill
Executive Director
Tennessee Health Services and
Development Agency
Andrew Jackson, 9th Floor
502 Deaderick Street
Nashville, TN 37243

Re: **Baptist Memorial Hospital – Satellite Emergency Department,
6525 Quince Road**

Dear Ms. Hill:

Under the Joint Operating Agreement arrangement between Regional One Health and Baptist Memorial Hospital, ROH will fund 40% of the capital required to establish the project referenced above. ROH's 40% share is expected to be \$3,000,000. This letter confirms that ROH has sufficient cash and other liquid assets to fund its share of the project.

Very truly yours,

A handwritten signature in dark ink, appearing to read 'J. Richard Wagers, Jr.'.

J. Richard Wagers, Jr.
SEVP/Chief Financial Officer

Balance Sheet and Income Statements

Economic Feasibility, 10

BAPTIST MEMORIAL HOSPITAL-MEMPHIS
BALANCE SHEET
12 MONTHS ENDED SEPTEMBER 30
Unaudited

	2014	2013	2012
CURRENT ASSETS:			
Cash and cash equivalents	27,543,464	83,074,379	150,452,737
Patient accounts receivable	185,799,147	142,569,600	139,902,642
Allowances to accounts receivable	(102,580,548)	(69,790,211)	(63,726,115)
Patient accounts receivable, net	83,218,599	72,779,389	76,176,527
Other Receivables	17,130,785	16,840,706	15,953,937
Third party settlements	919,649	5,990,258	6,775,083
Inventory	14,667,642	14,156,182	14,516,369
Prepaid expenses	4,282,282	3,636,924	3,322,573
Total current assets	147,762,420	196,477,837	267,197,227
INVESTMENTS			
PROPERTY AND EQUIPMENT, net	319,152	662,946	515,119
OTHER ASSETS	169,613,103	180,461,522	186,635,717
	70,109,830	96,129,959	101,294,110
TOTAL ASSETS	387,804,504	473,732,264	555,642,173
CURRENT LIABILITIES:			
Current portion-long-term debt & CLO	17,525,000	17,170,000	16,100,000
Accounts payable	7,732,485	6,400,993	7,814,185
Due to affiliates	11,695,243	9,519,433	68,282,472
Third party settlements	4,838,068	2,787,074	4,410,831
Accrued payroll expenses	14,798,517	14,754,171	14,900,924
Accrued other expenses	9,269,110	13,179,081	13,618,117
Total current liabilities	65,858,422	63,810,753	125,126,529
LONG-TERM DEBT and CLO	108,041,040	127,888,606	150,703,612
DUE TO AFFILIATES	0	0	0
FUND BALANCE (DEFICIT)	213,905,042	282,032,906	279,812,033
TOTAL LIABILITIES & FUND BALANCE	387,804,504	473,732,264	555,642,173

BAPTIST MEMORIAL HOSPITAL-MEMPHIS
STATEMENT OF REVENUES AND EXPENSES
12 MONTHS ENDED SEPTEMBER 30
Unaudited

	2014	2013	2012
UNRESTRICTED REVENUES AND OTHER SUPPORT:			
Gross patient revenues	2,010,403,438	1,960,511,459	1,780,710,121
Deductions to gross patient revenues	(1,479,321,721)	(1,409,889,772)	(1,215,306,625)
Provision for bad debts	(73,607,837)	(63,313,739)	(57,084,980)
Other revenue	16,698,984	16,994,124	16,024,049
Total unrestricted revenues and other support	<u>474,172,864</u>	<u>504,302,070</u>	<u>524,342,565</u>
EXPENSES:			
Salaries	150,839,169	158,738,895	161,531,017
Contract labor	4,307,899	61,610	1,185,403
Benefits	41,783,302	42,594,159	46,574,633
Medical supplies	123,610,528	127,185,728	126,302,706
Nonmedical supplies	7,565,623	9,143,248	9,261,962
Purchased services	11,104,823	12,203,028	14,696,553
Insurance	255,733	(1,831,936)	3,611,030
Repairs and maintenance	10,332,941	10,536,853	9,128,336
Utilities	5,726,739	5,792,233	5,955,675
Other expenses	22,375,577	24,570,994	28,736,080
Loss on Asset Impairment	10,275,321	0	0
Management fees	77,132,582	59,039,856	52,278,908
Professional fees	26,355,046	24,106,987	23,624,629
Depreciation and amortization	23,276,262	23,237,042	24,031,334
Interest	650,954	764,197	849,088
Total Expenses	<u>515,592,499</u>	<u>496,142,896</u>	<u>507,767,354</u>
NONOPERATING INCOME(EXPENSE):			
	7,121,399	9,193,074	7,395,042
REVENUES IN EXCESS OF EXPENSES	<u>(34,298,237)</u>	<u>17,352,249</u>	<u>23,970,253</u>

License/Joint Commission

Orderly Development 7 (c)

Board for Licensing Health Care Facilities



State of Tennessee

0000000104

No. of Beds 0927

DEPARTMENT OF HEALTH

This is to certify, that a license is hereby granted by the State Department of Health to

BAPTIST MEMORIAL HOSPITAL to conduct and maintain a

Hospital

BAPTIST MEMORIAL HOSPITAL

Located at

6019 WALNUT GROVE ROAD, MEMPHIS

County of

SHELBY

, Tennessee.

This license shall expire SEPTEMBER 01, 2016, and is subject

to the provisions of Chapter 11, Tennessee Code Annotated. This license shall not be assignable or transferable, and shall be subject to revocation at any time by the State Department of Health, for failure to comply with the laws of the State of Tennessee or the rules and regulations of the State Department of Health issued thereunder.

In Witness Whereof, we have hereunto set our hand and seal of the State this 22ND *day of* JULY, 2015.

In the District Category (ies) of:

GENERAL HOSPITAL
PEDIATRIC GENERAL HOSPITAL



By Timothy J. Durkin, MPH
DIRECTOR, DIVISION OF HEALTH CARE FACILITIES

By Mark J. Dyk
COMMISSIONER



Accreditation Quality Report

- > Summary of Accreditation Quality Information
- > Accredited Programs
- > Accreditation National Patient Safety Goals
- > Sites and Services
- > Accreditation History
- > Download Accreditation PDF Report
- > Download Accreditation PDF Report - Include Quarterly Data
- > Accreditation Quality Report User Guide
- > Organization's Commentary

Certification Quality Report

- > View Certification Quality Report

Quality Report

Summary of Quality Information

Accreditation Programs	Accreditation Decision	Effective Date	Last Full Survey Date	Last On-Site Survey Date
<u>Hospital</u>	<u>Accredited</u>	6/7/2014	6/6/2014	6/6/2014

Accreditation programs recognized by the Centers for Medicare and Medicaid Services (CMS)
Hospital

Advanced Certification Programs	Certification Decision	Effective Date	Last Full Review Date	Last On-Site Review Date
Primary Stroke Center	Certification	9/6/2013	7/19/2013	7/19/2013
Ventricular Assist Device	Certification	6/3/2015	6/2/2015	6/2/2015

Certification programs recognized by the Centers for Medicare and Medicaid Services (CMS)
Ventricular Assist Device

Other Accredited Programs / Services

Hospital - Accredited by American College of Surgeons-Commission on Cancer (ACoS-COC)

Special Quality Awards

- 2012 Top Performer on Key Quality Measures®
- 2011 Top Performer on Key Quality Measures®
- 2015 Metabolic and Bariatric Surgery Accreditation and Quality Improvement Program
- 2010 Silver - The Medal of Honor for Organ Donation

- Top -


Symbol Key


- This organization achieved the best possible results
- This organization's performance is above the target range/value.
- This organization's performance is similar to the target range/value.
- This organization's performance is below

National Patient Safety Goals and National Quality Improvement Goals

		Compared to other Joint Commission Accredited Organizations	
		Nationwide	Statewide
Hospital	2014 National Patient Safety Goals		
	National Quality Improvement Goals:		
	Reporting Period: 96		
	Jan 2014 - Dec 2014		
	Children's Asthma Care		

the target range/value.

 This measure is not applicable for this organization.

 Not displayed

Footnote Key

1. The measure or measure set was not reported.
2. The measure set does not have an overall result.
3. The number is not enough for comparison purposes.
4. The measure meets the Privacy Disclosure Threshold rule.
5. The organization scored above 90% but was below most other organizations.
6. The measure results are not statistically valid.
7. The measure results are based on a sample of patients.
8. The number of months with measure data is below the reporting requirement.
9. The measure results are temporarily suppressed pending resubmission of updated data.
10. Test Measure: a measure being evaluated for reliability of the individual data elements or awaiting National Quality Forum Endorsement.
11. There were no eligible patients that met the denominator criteria.

Heart Attack Care

[See Detail](#)

Heart Failure Care

[See Detail](#)

Perinatal Care

[See Detail](#)

Pneumonia Care

[See Detail](#)

Surgical Care Improvement Project (SCIP)

SCIP - Cardiac

[See Detail](#)

SCIP - Infection Prevention For All Reported Procedures:

[See Detail](#)

• Blood Vessel Surgery

[See Detail](#)

• Colon/Large Intestine Surgery

[See Detail](#)

• Hip Joint Replacement

[See Detail](#)

• Hysterectomy

[See Detail](#)

• Knee Replacement

[See Detail](#)

SCIP - Venous Thromboembolism (VTE)

[See Detail](#)

The Joint Commission only reports measures endorsed by the [National Quality Forum](#).

* State results are not calculated for the National Patient Safety Goals.

- Top -

Sites and Services

* Primary Location

An organization may provide services not listed here. For more information refer to the [Quality Report User Guide](#).

Locations of Care

Baptist Memorial Hospital *
DBA: Baptist Memorial Hospital
- Memphis Campus
6019 Walnut Grove Road
Memphis, TN 38120

Available Services

Joint Commission Advanced Certification Programs:

- Primary Stroke Center
- Ventricular Assist Device

Services:

- Brachytherapy (Imaging/Diagnostic Services)
- Cardiac Catheterization Lab (Surgical Services)
- Cardiac Surgery (Surgical Services)
- Cardiothoracic Surgery (Surgical Services)
- Cardiovascular Unit (Inpatient)
- Coronary Care Unit (Inpatient)
- CT Scanner (Imaging/Diagnostic Services)
- Dialysis Unit (Inpatient)
- Ear/Nose/Throat Surgery (Surgical Services)
- EEG/EKG/EMG Lab (Imaging/Diagnostic Services)
- Gastroenterology (Surgical Services)
- GI or Endoscopy Lab
- Neuro/Spine ICU (Intensive Care Unit)
- Neuro/Spine Unit (Inpatient)
- Neurosurgery (Surgical Services)
- Nuclear Medicine (Imaging/Diagnostic Services)
- Ophthalmology (Surgical Services)
- Orthopedic Surgery (Surgical Services)
- Orthopedic/Spine Unit (Inpatient)
- Outpatient Clinics (Outpatient)
- Plastic Surgery (Surgical Services)
- Positron Emission Tomography (PET) (Imaging/Diagnostic Services)
- Post Anesthesia Care Unit

QualityReport

- (Imaging/Diagnostic Services)
- Gynecological Surgery (Surgical Services)
- Hematology/Oncology Unit (Inpatient)
- Inpatient Unit (Inpatient)
- Interventional Radiology (Imaging/Diagnostic Services)
- Magnetic Resonance Imaging (Imaging/Diagnostic Services)
- Medical /Surgical Unit (Inpatient)
- Medical ICU (Intensive Care Unit)
- (PACU) (Inpatient)
- Radiation Oncology (Imaging/Diagnostic Services)
- Surgical ICU (Intensive Care Unit)
- Surgical Unit (Inpatient)
- Thoracic Surgery (Surgical Services)
- Transplant Surgery (Surgical Services)
- Ultrasound (Imaging/Diagnostic Services)
- Urology (Surgical Services)
- Vascular Surgery (Surgical Services)

Baptist Memorial Hospital

DBA: Baptist Memorial Hospital
- Collierville Campus
1500 West Poplar
Collierville, TN 38017

Services:

- CT Scanner (Imaging/Diagnostic Services)
- Ear/Nose/Throat Surgery (Surgical Services)
- EEG/EKG/EMG Lab (Imaging/Diagnostic Services)
- Gastroenterology (Surgical Services)
- GI or Endoscopy Lab (Imaging/Diagnostic Services)
- Gynecological Surgery (Surgical Services)
- Inpatient Unit (Inpatient)
- Interventional Radiology (Outpatient)
- Magnetic Resonance Imaging (Imaging/Diagnostic Services)
- Medical /Surgical Unit (Inpatient)
- Medical ICU (Intensive Care Unit)
- Nuclear Medicine (Imaging/Diagnostic Services)
- Ophthalmology (Surgical Services)
- Orthopedic Surgery (Surgical Services)
- Plastic Surgery (Surgical Services)
- Sleep Laboratory (Sleep Laboratory)
- Surgical ICU (Intensive Care Unit)
- Thoracic Surgery (Surgical Services)
- Ultrasound (Imaging/Diagnostic Services)
- Urology (Surgical Services)

Baptist Memorial Hospital

DBA: Baptist Memorial Hospital
- Women's Campus
6225 Humphreys Blvd.
Memphis, TN 38120

Services:

- CT Scanner (Imaging/Diagnostic Services)
- Ear/Nose/Throat Surgery (Surgical Services)
- EEG/EKG/EMG Lab (Imaging/Diagnostic Services)
- Gynecological Surgery (Surgical Services)
- Gynecology (Inpatient)
- Inpatient Unit (Inpatient)
- Labor & Delivery (Inpatient)
- Magnetic Resonance Imaging (Imaging/Diagnostic Services)
- Medical ICU (Intensive Care Unit)
- Normal Newborn Nursery (Inpatient)
- Orthopedic Surgery (Surgical Services)
- Outpatient Clinics (Outpatient)
- Pediatric Unit (Inpatient)
- Post Anesthesia Care Unit (PACU) (Inpatient)
- Surgical ICU (Intensive Care Unit)
- Ultrasound (Imaging/Diagnostic Services)
- Urology (Surgical Services)

Baptist Rehab

440 Powell Road
Collierville, TN 38017

Services:

- Outpatient Clinics (Outpatient)

Baptist Women's Health Center
50 Humphreys Boulevard, Suite 23
Memphis, TN 38120

Services:

- Outpatient Clinics (Outpatient)

Baptist Women's Health Center
4545 Poplar Avenue
Memphis, TN 38117

Services:

- Outpatient Clinics (Outpatient)

GI Specialists

DBA: GI Specialists
80 Humphreys Center Dr. #200
Memphis, TN 38120

Other Clinics/Practices located at this site:

- None

Services:

- Administration of High Risk Medications (Outpatient)

QualityReport

- Anesthesia (Outpatient)
- Perform Invasive Procedure (Outpatient)
- Single Specialty Practitioner (Outpatient)

Stern Cardiovascular Clinic
Outpatient Diagnostics
8060 Wolf River Boulevard
Germantown, TN 38138

Services:

- Administration of High Risk Medications (Outpatient)
 - Outpatient Clinics (Outpatient)
-

- Top -

The Joint Commission obtains information about accredited/certified organizations not only through direct observations by its employees [...Read more.](#)

© 2015 The Joint Commission, All Rights Reserved

State Survey/Inspection

Orderly Development 7 (d)



STATE OF TENNESSEE
DEPARTMENT OF HEALTH
WEST TENNESSEE HEALTH CARE FACILITIES
781-B AIRWAYS BOULEVARD
JACKSON, TENNESSEE 38301-3203

Rec 10/29/07
Resp. 11/4/07

October 25, 2007

Mr. Jason Little, Administrator
Baptist Memorial Hospital
6019 Walnut Grove Road
Memphis, TN 38120

Dear Mr. Little:

Enclosed is the Statement of Deficiencies, which was developed as a result of the full survey after a complaint, completed at your facility on **October 18, 2007**.

You are requested to submit a **Credible Allegation of Compliance within ten (10) days after date of this letter** with acceptable time frames for correction of the cited deficiencies. Corrective action must be achieved no later than forty-five (45) days from the date of the survey. Please notify this office when these deficiencies are corrected. A revisit must be conducted prior to the forty-fifth (45th) day to verify compliance. Once corrective action is confirmed, a favorable recommendation for re-certification will be considered.

The following Conditions of Participation have been found to be out of compliance:

A385

482.23

Nursing Services

Also, the following eight (8) standard level deficiencies cited for noncompliance: A166, A168, A175, A395, A396, A459, A468, and A630.

Based on noncompliance with the aforementioned Conditions of Participation, this office is recommending to the CMS Regional Office and/or State Medicaid Agency that your provider agreement be terminated effective **January 18, 2008**, which is ninety (90) days from the date of the survey. Please be advised that under the disclosure of survey information provisions, the Statement of Deficiencies will be available to the public.

Your plan of correction must contain the following:

- How the deficiency will be corrected;
- How the facility will prevent the same deficiency from recurring.
- The date the deficiency will be corrected;
- How ongoing compliance will be monitored.

If there are any delays in completing your Plan of Correction, please notify this office in writing. Before the plan can be considered "acceptable," it must be signed and dated by the administrator.

Should you have questions or if there is any way this office may be of assistance, please do not hesitate to call 731-421-5113.

Sincerely,



Celia Skelley, MSN, RN
Public Health Nurse Consultant 2

CS/TW

Enclosure

DEPARTMENT OF HEALTH AND HUMAN SERVICES
CENTERS FOR MEDICARE & MEDICAID SERVICES

PRINTED: 12/22/2004
♦ FORM APPROVED
OMB NO. 0938-0391

STATEMENT OF DEFICIENCIES AND PLAN OF CORRECTION	(X1) PROVIDER/SUPPLIER/CLIA IDENTIFICATION NUMBER: 440048	(X2) MULTIPLE CONSTRUCTION A. BUILDING _____ B. WING _____	(X3) DATE SURVEY COMPLETED C 8/21/07
---	---	--	---

NAME OF PROVIDER OR SUPPLIER
BAPTIST MEMORIAL HOSPITAL

STREET ADDRESS, CITY, STATE, ZIP CODE
6019 WALNUT GROVE ROAD
MEMPHIS, TN 38120

(X4) ID PREFIX TAG	SUMMARY STATEMENT OF DEFICIENCIES (EACH DEFICIENCY MUST BE PRECEDED BY FULL REGULATORY OR LSC IDENTIFYING INFORMATION)	ID PREFIX TAG	PROVIDER'S PLAN OF CORRECTION (EACH CORRECTIVE ACTION SHOULD BE CROSS-REFERENCED TO THE APPROPRIATE DEFICIENCY)	(X5) COMPLETION DATE
A 043	<p>482.12 GOVERNING BODY</p> <p>The hospital must have an effective governing body legally responsible for the conduct of the hospital as an institution. If a hospital does not have an organized governing body, the persons legally responsible for the conduct of the hospital must carry out the functions specified in this part that pertain to the governing body.</p> <p>This CONDITION is not met as evidenced by: Based on review of standards of practice, manufacture's guidelines, governing body meeting minutes, medical record review and interview, it was determined the governing body failed to assume responsibility for the conduct of all hospital personnel and ensure each patient received the highest quality of care consistent with acceptable standards of practice in order to prevent patient injury.</p> <p>The findings included:</p> <p>1. The governing body failed to ensure the hospital provided surgical services in accordance with acceptable standards of practice. Refer to AO49</p>	A 043	<p>The BMH CEO immediately notified the BMH Memphis market leader (senior management) of the Immediate Jeopardy citation.</p> <p>The Baptist Memorial Hospital-Memphis Nursing Officer, with the support of the Director of Performance Improvement will have overall responsibility for ensuring the plan of correction.</p>	<p>8/22/07</p> <p>Ongoing</p>
	<p>1. The governing body failed to ensure the hospital provided surgical services in accordance with acceptable standards of practice. Refer to AO49</p>	AO43 482.12	<p>1. The Governing Body Bylaws Article 31 states: "The Board is responsible for maintaining and evaluating the quality of patient care and safety through the various medical staff and administrative mechanisms including identifying and resolving problems and opportunities for improving patient care and safety." Article 7D states: "The Board shall request and review reports regarding the quality of patient care services." The CEO will present monthly reports to the governing body that will update on: core competency evaluation of anesthesia staff; evidence of mandatory training completion for anesthesia, surgeons, surgical allied</p>	<p>Ongoing Monthly</p>

LABORATORY DIRECTORS OR PROVIDER/SUPPLIER REPRESENTATIVE'S SIGNATURE

TITLE

DATE

STATEMENT OF DEFICIENCIES AND PLAN OF CORRECTION		(X1) PROVIDER/SUPPLIER/CLIA IDENTIFICATION NUMBER: 440048	(X2) MULTIPLE CONSTRUCTION A. BUILDING BAPTIST MEMORIAL HOSPITAL B. WING _____		(X3) DATE SURVEY COMPLETED C 8/21/07
NAME OF PROVIDER OR SUPPLIER BAPTIST MEMORIAL HOSPITAL			STREET ADDRESS, CITY, STATE, ZIP CODE 6019 Walnut Grove Road Memphis, TN 38120		
(X4) ID PREFIX TAG	SUMMARY STATEMENT OF DEFICIENCIES (EACH DEFICIENCY MUST BE PRECEDED BY FULL REGULATORY OR LSC IDENTIFYING INFORMATION)	ID PREFIX TAG	PROVIDER'S PLAN OF CORRECTION (EACH CORRECTIVE ACTION SHOULD BE CROSS- REFERENCED TO THE APPROPRIATE DEFICIENCY)	(X5) COMPLETION DATE	
			health professionals, and hospital personnel who assist with invasive procedures.		

STATEMENT OF DEFICIENCIES AND PLAN OF CORRECTION		(X1) PROVIDER/SUPPLIER/CLIA IDENTIFICATION NUMBER: 440048	(X2) MULTIPLE CONSTRUCTION A. BUILDING BAPTIST MEMORIAL HOSPITAL B. WING		(X3) DATE SURVEY COMPLETED C 8/21/07
NAME OF PROVIDER OR SUPPLIER BAPTIST MEMORIAL HOSPITAL			STREET ADDRESS, CITY, STATE, ZIP CODE 6019 Walnut Grove Road Memphis, TN 38120		
(X4) ID PREFIX TAG	SUMMARY STATEMENT OF DEFICIENCIES (EACH DEFICIENCY MUST BE PRECEDED BY FULL REGULATORY OR LSC IDENTIFYING INFORMATION)	ID PREFIX TAG	PROVIDER'S PLAN OF CORRECTION (EACH CORRECTIVE ACTION SHOULD BE CROSS- REFERENCED TO THE APPROPRIATE DEFICIENCY)		(X5) COMPLETION DATE
		A043 482.12	Performance Improvement Initially a 90-day focused review via direct observation on 30% of cases will be performed by OR staff. Following focused review, required elements will be monitored monthly and reported quarterly through Operative Invasive Committee and Performance Improvement Committee. These committee reports will be reported quarterly by the CEO to the governing board. The CEO will also in his monthly written report to the board provide any updates to the quality monitors. Policies and procedures (attachments D - K, L and M) have been amended in accordance with AORN, ACOS, ASA and CDC recommendations. These changes to policy and practice will be reported to the board in the monthly board report on September 20, 2007		To begin 9/4/07
	2. The governing body failed to ensure surgeons and anesthesiologists were accountable to the governing body and received the appropriate training to prevent patient injuries. Refer to A 0940 and A 1000	A043	Anesthesia Education Mandatory education for all anesthesia personnel on fire safety and anesthesia responsibility for the safety and security of patients in the operative setting has been completed. Anesthesia personnel will not be allowed to work without documented evidence of training. Compliance of education will be reported to the governing board on September 20, 2007. Contract Amendment The current anesthesia contract states the anesthesia group will "use currently accepted methods and practice of medicine, adhere to applicable standards of care, medical ethics, policies and anesthesia protocols and comply with the requirement and standard of Medicare, JCAHO and any other accrediting agencies designated by the hospital, as well as all applicable laws, rules and regulations." The board has approved the current contract. An executed amendment to the current anesthesia contract will be approved at the next board meeting in October 2007, which requires annual fire safety training for all anesthesia providers (attachment AF)		9/20/07 Completed 9/6/07 100% Staff Educated Completed 9/20/07 Completed 9/6/07 Final Approval 10/2007
		A043	Surgeon Education Surgeons credentialed at Baptist Memorial Hospital received education related to OR fire safety, patient rights and safe use of alcohol		

Emergency Department CPT and ESI Definitions

Emergency department CPT codes - 99281, 99282, 99283

99281 Emergency department visit for the evaluation and management of a patient, which requires these 3 key components: A problem focused history; A problem focused examination; and Straightforward medical decision making. Counseling and/or coordination of care with other providers or agencies are provided consistent with the nature of the problem(s) and the patient's and/or family's needs. Usually, the presenting problem(s) are self limited or minor.

99282 Emergency department visit for the evaluation and management of a patient, which requires these 3 key components: An expanded problem focused history; An expanded problem focused examination; and Medical decision making of low complexity. Counseling and/or coordination of care with other providers or agencies are provided consistent with the nature of the problem(s) and the patient's and/or family's needs. Usually, the presenting problem(s) are of low to moderate severity.

99283 Emergency department visit for the evaluation and management of a patient, which requires these 3 key components: An expanded problem focused history; An expanded problem focused examination; and Medical decision making of moderate complexity. Counseling and/or coordination of care with other providers or agencies are provided consistent with the nature of the problem(s) and the patient's and/or family's needs. Usually, the presenting problem(s) are of moderate severity.

99284 Emergency department visit for the evaluation and management of a patient, which requires these 3 key components: A detailed history; A detailed examination; and Medical decision making of moderate complexity. Counseling and/or coordination of care with other providers or agencies are provided consistent with the nature of the problem(s) and the patient's and/or family's needs. Usually, the presenting problem(s) are of high severity, and require urgent evaluation by the physician but do not pose an immediate significant threat to life or physiologic function.

99285 Emergency department visit for the evaluation and management of a patient, which requires these 3 key components within the constraints imposed by the urgency of the

patient's clinical condition and/or mental status; A comprehensive history; A comprehensive examination; and Medical decision making of high complexity. Counseling and/or coordination of care with other providers or agencies are provided consistent with the nature of the problem(s) and the patient's and/or family's needs. Usually, the presenting problem(s) are of high severity and pose an immediate significant threat to life or physiologic function.

99288 Physician direction of emergency medical systems (EMS) emergency care, advanced life support

How ESI is just another 3-level system if not further stratified



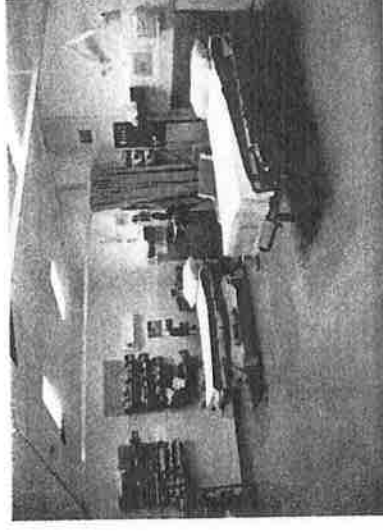
Emergency Severity Index, Conceptual, v4

- Level 1: Requires immediate life-saving intervention?
- Level 2: High risk situation? OR
Confused / lethargic / disoriented? OR
Severe pain / distress?
- Level 3: 2 or more resources
- Level 4: 1 resource
- Level 5: 0 resources

Acuity levels and anticipated resources as judged by the experienced emergency department RN.

Characteristics of ESI triage

- 5 levels
- Easy to use
- Levels based on:
 1. Acuity
 2. Expected resource utilization
- Levels assigned using 4 decisions points (A-D)
- Vital signs less prominent in decision-making (decision point D)





State of Tennessee

Health Services and Development Agency

Andrew Jackson, 9th Floor, 502 Deaderick Street, Nashville, TN 37243

www.tn.gov/hsda

Phone: 615-741-2364

Fax: 615-741-9884

September 1, 2015

Arthur Maples
Baptist Memorial Health Care Corporation
350 N Humphreys Blvd
Memphis, TN 38120

RE: Certificate of Need Application -- Baptist Memorial Satellite ED Memphis - CN1508-036
To establish a full service, 24 hour per day/7 day per week satellite emergency department to be located at an unnamed street address near the intersection of Kirby Road and Quincy Road, 38119. The proposed facility will be operated as a satellite emergency department of Baptist Memorial Hospital located at 6019 Walnut Grove Road in Memphis and will have 12 treatment rooms and emergency diagnostic and treatment services. The project does not contain major medical equipment, initiate or discontinue any other health service or affect the hospital's licensed bed complement. The estimated project cost is \$18,457,700.

Dear Mr. Maples:

This is to acknowledge the receipt of supplemental information to your application for a Certificate of Need. Please be advised that your application is now considered to be complete by this office.

Your application is being forwarded to Trent Sansing at the Tennessee Department of Health for Certificate of Need review by the Division of Policy, Planning and Assessment. You may be contacted by Mr. Sansing or someone from his office for additional clarification while the application is under review by the Department. Mr. Sansing's contact information is Trent.Sansing@tn.gov or 615-253-4702.

In accordance with Tennessee Code Annotated, §68-11-1601, et seq., as amended by Public Chapter 780, the 60-day review cycle for this project will begin on September 1, 2015. The first sixty (60) days of the cycle are assigned to the Department of Health, during which time a public hearing may be held on your application. You will be contacted by a representative from this Agency to establish the date, time and place of the hearing should one be requested. At the end of the sixty (60) day period, a written report from the Department of Health or its representative will be forwarded to this office for Agency review within the thirty (30)-day period immediately following. You will receive a copy of their findings. The Health Services and Development Agency will review your application on November 18, 2015.

Any communication regarding projects under consideration by the Health Services and Development Agency shall be in accordance with T.C.A. § 68-11-1607(d):

- (7) No communications are permitted with the members of the agency once the Letter of Intent initiating the application process is filed with the agency. Communications between agency members and agency staff shall not be prohibited. Any communication received by an agency member from a person unrelated to the applicant or party opposing the application shall be reported to the Executive Director and a written summary of such communication shall be made part of the certificate of need file.
- (8) All communications between the contact person or legal counsel for the applicant and the Executive Director or agency staff after an application is deemed complete and placed in the review cycle are prohibited unless submitted in writing or confirmed in writing and made part of the certificate of need application file. Communications for the purposes of clarification of facts and issues that may arise after an application has been deemed complete and initiated by the Executive Director or agency staff are not prohibited.

Should you have questions or require additional information, please contact me.

Sincerely,



Melanie M. Hill
Executive Director

cc: Trent Sansing, TDH/Health Statistics, PPA



State of Tennessee

Health Services and Development Agency

Andrew Jackson, 9th Floor, 502 Deaderick Street, Nashville, TN 37243

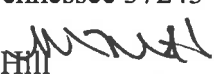
www.tn.gov/hsda

Phone: 615-741-2364

Fax: 615-741-9884

MEMORANDUM

TO: Trent Sansing, CON Director
Office of Policy, Planning and Assessment
Division of Health Statistics
Andrew Johnson Tower, 2nd Floor
710 James Robertson Parkway
Nashville, Tennessee 37243

FROM: Melanie M. Hill 
Executive Director

DATE: September 1, 2015

RE: Certificate of Need Application
Baptist Memorial Satellite ED Memphis - CN1508-036

Please find enclosed an application for a Certificate of Need for the above-referenced project.

This application has undergone initial review by this office and has been deemed complete. It is being forwarded to your agency for a sixty (60) day review period to begin on September 1, 2015 and end on November 1, 2015.

Should there be any questions regarding this application or the review cycle, please contact this office.

Enclosure

cc: Arthur Maples



LETTER OF INTENT

TENNESSEE HEALTH SERVICES AND DEVELOPMENT AGENCY

The Publication of Intent is to be published in the Commercial Appeal which is a newspaper
(Name of Newspaper)
of general circulation in Shelby and other counties in, Tennessee, on or before August 10, 2015,
(County) (Month / day) (Year)
for one day.

=====

This is to provide official notice to the Health Services and Development Agency and all interested parties, in accordance with T.C.A. § 68-11-1601 *et seq.*, and the Rules of the Health Services and Development Agency, that: Baptist Memorial Hospital, a Corporation owned by itself, intends to file an application for a Certificate of Need for the construction and establishment of a satellite Emergency Department to be operated under the license of Baptist Memorial Hospital. The proposed new facility will have 12 treatment rooms and will include various supportive services such as CT, X-Ray and ultra-sound. Baptist Memorial Hospital is located at 6019 Walnut Grove Road, Memphis, Shelby County, Tennessee 38120. The building containing the proposed satellite emergency facility and other community-based health services will be located on a site near the intersection of Kirby and Quince Road on property addressed as 6525 Quince Road, Memphis, TN, 38119. This project does not involve additional inpatient beds, major medical services or initiation of new services for which a certificate of need is required. The total project cost for purposes of the certificate of need application is estimated at \$18,457,700.

The anticipated date of filing the application is: August 14, 2015

The contact person for this project is Arthur Maples Director Strategic Analysis
(Contact Name) (Title)

who may be reached at: Baptist Memorial Health Care Corporation 350 N Humphreys Blvd
(Company Name) (Address)

Memphis TN 38120 901 / 227-4137
(City) (State) (Zip Code) (Area Code / Phone Number)

Arthur Maples 8/7/2015 arthur.maples@bmhcc.org
(Signature) (Date) (E-mail Address)

=====

The Letter of Intent must be filed in triplicate and received between the first and the tenth day of the month. If the last day for filing is a Saturday, Sunday or State Holiday, filing must occur on the preceding business day. File this form at the following address:

Health Services and Development Agency
Andrew Jackson Building
502 Deaderick Street, 9th Floor
Nashville, Tennessee 37243

=====

The published Letter of Intent must contain the following statement pursuant to T.C.A. § 68-11-1607(c)(1). (A) Any health care institution wishing to oppose a Certificate of Need application must file a written notice with the Health Services and Development Agency no later than fifteen (15) days before the regularly scheduled Health Services and Development Agency meeting at which the application is originally scheduled; and (B) Any other person wishing to oppose the application must file written objection with the Health Services and Development Agency at or prior to the consideration of the application by the Agency.

Supplemental #1 -ORIGINAL-

Baptist Memorial Hospital

CN1508-036

August 28, 2015

4:06 pm

August 26, 2015

Jeff Grimm, HSD Examiner
Health Services and Development Agency
Andrew Jackson Building
502 Deaderick Street, 9th floor
Nashville, TN 37243

RE: Certificate of Need Application CN1508-036
Baptist Memorial Hospital
Satellite Emergency Department in Memphis

Dear Mr. Grimm

Enclosed are the responses to the need for clarification or additional discussion on items in the CON application referenced above.

Please contact me if you need additional information. Thank you for your attention.

Sincerely,



Arthur Maples
Dir. Strategic Analysis

Enclosure

SUPPLEMENTAL RESPONSES

**SATELLITE EMERGENCY DEPARTMENT
IN MEMPHIS**

BAPTIST MEMORIAL HOSPITAL

CN1508-036

August 28, 2015**4:06 pm****1. Proof of Publication**

The copy of the published LOI is missing the name of the newspaper and is difficult to read. Please submit a copy of the published LOI with date & mast intact or a publisher's affidavit that verifies same.

Response:

The publisher's affidavit and a copy of the Notice of Intent with date and mast intact are provided following this page.

August 28, 2015

4:06 pm

**The Commercial Appeal
Affidavit of Publication**

**STATE OF TENNESSEE
COUNTY OF SHELBY**

Personally appeared before me, Patrick Maddox, a Notary Public, Helen Curl, of MEMPHIS PUBLISHING COMPANY, a corporation, publishers of The Commercial Appeal, morning and Sunday paper, published in Memphis, Tennessee, who makes oath in due form of law, that she is Legal Clerk of the said Memphis Publishing Company, and that the accompanying and hereto attached advertisement was published in the following editions of The Commercial Appeal to-wit:

August 10, 2015

Helen Curl

Subscribed and sworn to before me this 13th day of August, 2015.

P. Maddox

Notary Public

My commission expires February 15, 2016.



My Commission Expires 02/15/2016



completely unique, you
o the things you love.
; and start searching.
it your passion to work.

**MOBILE
READY.**

NOTIFICATION OF INTENT TO APPLY FOR A CERTIFICATE OF NEED

This is to provide official notice to the Tennessee Health Services and Development Agency ("Agency") and all interested parties, in accordance with T.C.A. § 68-11-1601 et seq., and the Rules of the Agency, that Baptist Memorial Hospital, a Corporation owned by itself, intends to file an application for a Certificate of Need for the construction and establishment of a satellite Emergency Department to be operated under the license of Baptist Memorial Hospital. The proposed new facility will have 12 treatment rooms and will include various supportive services such as CT, X-Ray and ultra-sound. Baptist Memorial Hospital is located at 6019 Walnut Grove Road, Memphis, Shelby County, Tennessee 38120. The building containing the proposed satellite emergency facility and other community-based health services will be located on a site near the intersection of Kirby and Quince Road on property addressed as 6525 Quince Road, Memphis, TN, 38119. This project does not involve additional inpatient beds, major medical services or initiation of new services for which a certificate of need is required. The total project cost for purposes of the certificate of need application is estimated at \$18,457,700.

The anticipated date of filing the application is August 14, 2015. The contact person for this project is Arthur Maples, Dir. Strategic Analysis, who may be reached at 350 N. Humphreys Blvd, Memphis, TN 38120 (901) 227-4137.

Upon written request by interested parties, a local Fact-Finding public hearing shall be conducted. Written requests for hearing should be sent to:

Health Services and Development Agency
Andrew Jackson Building, 9th Floor
502 Deaderick Street
Nashville, Tennessee 37243

Pursuant to TCA Sec. 68-11-1607(c)(1), (A) any health care institution wishing to oppose a Certificate of Need application must file a written notice with the Health Services and Development Agency no later than fifteen (15) days before the regularly scheduled Health Services and Development Agency meeting at which the application is originally scheduled; and (B) Any other person wishing to oppose the application must file written objection with the Health Services and Development Agency at or prior to the consideration of the application by the Agency.

Classifieds Work!
Classifieds Work!
Classifieds Work!
Classifieds Work!

To Place Your Ad

Call
(901) 529-2700

- or -
Fax
(901) 529-2278

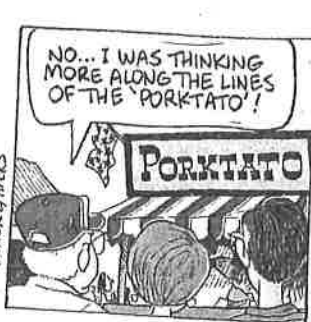
- or -
Email
classad@
commercialappeal.com

Classifieds Work!
Classifieds Work!
Classifieds Work!
Classifieds Work!
Classifieds Work!

GOT JOBS?
call
901-529-5273
to place your
Help Wanted Ads

commercialappeal.com | monster

CRANKSHAFT By Tom Batiuk & Chuck Ayers



DRN LOSER By Art and Chip Sansom



Sam H
Johnson
third,
car br
throug
In t
NAS
had t
she
hit i
A
fem
sit
lap
bel
the
thi
it's
Al
Br
th
p
th
2

August 28, 2015**4:06 pm****2. Section A., Applicant Profile, Item 3 and Item 9**

Item 3 - The address of BMH-Memphis differs from both the published LOI and the TDH Licensed Health Facilities Report. Please clarify.

Response:

The physical address of BMH-Memphis is correct in the published LOI and on the License. The registered corporate address was mistakenly entered on the application and has been corrected on the following replacement page. The physical address of the hospital is 6019 Walnut Grove Road, Memphis, Shelby County, Tennessee 38120

Item 3 - the proposed satellite ED is shown in the organizational chart. How will the new LLC formed in August 2015 as a part of the project (Kirby Road and Quince Road JOA No.1, LLC) be shown in BMH's organization chart going forward?

Response:

The Kirby Road and Quince Road JOA No.1, LLC was formed as part of the joint operating agreement (JOA). The LLC will not be shown in BMH's organizational chart but in the organization of the JOA. The organizational chart of the JOA is provided as Exhibit B with the executed Letter of Intent regarding entering into the JOA. Another Exhibit A describes the terms of the agreement. The Letter and Exhibits are provided in response to a subsequent supplemental question.

Item 9 - BMH licensed beds are shown as 706 total beds in the table in lieu of 927 total beds on the TDH Health facilities Report. Does BMH-Memphis have a main and satellite campus(s) that might explain the difference Please clarify. If in error, please revise the Bed Complement table and submit as a replacement page labeled 3-R.

Response:

Three campuses comprise the 927 licensed beds on the TDH Health facilities Report. BMH-Memphis is the main campus with 706 beds. Baptist Memorial Hospital-Collierville (BMH-Collierville) is a campus in Collierville, TN with 81 acute beds and Baptist Memorial Hospital for Women is a campus adjacent to BMH-Memphis with 140 beds including 40 Neonatal ICU beds and 100 acute beds.

August 28, 2015**4:06 pm**

1.	<u>Name of Facility, Agency, or Institution</u>					
<u>Baptist Memorial Hospital</u> Name <u>6525 Quince Road</u> Street or Route <u>Memphis</u> City <u>TN</u> State <u>Shelby</u> County <u>38119</u> Zip Code						
2.	<u>Contact Person Available for Responses to Questions</u>					
<u>Arthur Maples</u> Name <u>Baptist Memorial Health Care Corporation</u> Company Name <u>350 N. Humphreys Blvd</u> Street or Route <u>Employee</u> Association with Owner <u>Dir. Strategic Analysis</u> Title <u>Arthur.Maples@bmhcc.org</u> Email address <u>Memphis</u> City <u>901-227-4137</u> Phone Number <u>TN</u> State <u>38120</u> Zip Code <u>901-227-5004</u> Fax Number						
3.	<u>Owner of the Facility, Agency or Institution</u>					
<u>Baptist Memorial Hospital</u> Name <u>6019 Walnut Grove Rd</u> Street or Route <u>Memphis</u> City <u>TN</u> State <u>(901) 226-5000</u> Phone Number <u>Shelby</u> County <u>38120</u> Zip Code						
4.	<u>Type of Ownership of Control (Check One)</u>					
<table style="width: 100%; border: none;"> <tr> <td style="width: 50%; vertical-align: top;"> A. Sole Proprietorship _____ B. Partnership _____ C. Limited Partnership _____ D. Corporation (For Profit) _____ E. Corporation (Not-for-Profit) <u>X</u> _____ </td> <td style="width: 50%; vertical-align: top;"> F. Government (State of TN or Political Subdivision) _____ G. Joint Venture _____ H. Limited Liability Company _____ I. Other (Specify) _____ _____ </td> </tr> </table>					A. Sole Proprietorship _____ B. Partnership _____ C. Limited Partnership _____ D. Corporation (For Profit) _____ E. Corporation (Not-for-Profit) <u>X</u> _____	F. Government (State of TN or Political Subdivision) _____ G. Joint Venture _____ H. Limited Liability Company _____ I. Other (Specify) _____ _____
A. Sole Proprietorship _____ B. Partnership _____ C. Limited Partnership _____ D. Corporation (For Profit) _____ E. Corporation (Not-for-Profit) <u>X</u> _____	F. Government (State of TN or Political Subdivision) _____ G. Joint Venture _____ H. Limited Liability Company _____ I. Other (Specify) _____ _____					

**PUT ALL ATTACHMENTS AT THE BACK OF THE APPLICATION IN ORDER AND
REFERENCE THE APPLICABLE ITEM NUMBER ON ALL ATTACHMENTS.**

August 28, 2015**4:06 pm****3. Section A, Applicant Profile, Item 5**

The response indicates that management and operation will remain with the owner and references an attachment that documents a recent Joint Operating Agreement (JOA) between BMH and Regional One Health. However, the attachment appears to be missing from the application. Please provide a copy of the agreement.

Absent a copy of the JOA in the application, the description of the agreement in the executive summary appears to indicate that the JOA may involve some form of management services for the proposed satellite ED. For example, the applicant states on page 4 note that "...the facility will be licensed as part of BMH but will be developed, operationalized and marketed through a joint operating agreement between BMH and Regional One".. As such, it seems that a management agreement may be planned for the proposed satellite ED. Please clarify.

Response

On the following pages is the executed Letter of Intent to enter into a Joint Operating Agreement (JOA) for the operation of Free Standing Emergency Departments between Baptist Memorial Hospital, Inc, a Tennessee nonprofit corporation d/b/a Baptist Memorial Hospital - Memphis and Shelby County Health Care Corporation, a Tennessee nonprofit corporation d/b/a Regional One Health ("Regional One").

Exhibit A describes the Emergency Services Venture that is not a management agreement but an arrangement for collaboration in developing, operationalizing and marketing.

Exhibit B shows the JOA components of Real Estate, Equipment and an arrangement with a Developer operating through LLC's for the Kirby site and the Hwy. 64 site that are two separate CON applications submitted to the HSDA concurrently.

August 28, 2015**4:06 pm**

August 14, 2015

Baptist Memorial Hospital d/b/a Baptist Memorial Hospital, Inc. - Memphis
Attn: Jason Little, President and CEO
350 N. Humphreys Blvd.
Memphis, TN 38120

Re: Joint Operating Agreement for the Operation of Free Standing Emergency Departments between Baptist Memorial Hospital, Inc., a Tennessee nonprofit corporation d/b/a Baptist Memorial Hospital - Memphis ("Baptist") and Shelby County Health Care Corporation, a Tennessee nonprofit corporation d/b/a Regional One Health ("Regional One")

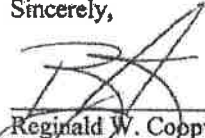
Dear Jason:

The purpose of this Letter of Intent is to confirm the intent of Regional One to enter into a Joint Operating Agreement (the "FED JOA") with respect to the development of freestanding emergency departments in the Memphis metropolitan service area in a manner consistent with the provisions of the term sheet attached hereto as Exhibit A (the "Term Sheet") and the chart attached hereto as Exhibit B.

While the terms and conditions set forth in the Term Sheet constitutes a good faith summary by the parties of their intent with respect to the FED JOA and the filing of a certificate of need application by Baptist, the Term Sheet does not contain all of the critical terms of the proposed FED JOA and is subject to the terms and conditions set forth in a formally executed FED JOA.

Please feel free to contact us if you have any questions. We look forward to working with you to finalize this transaction.

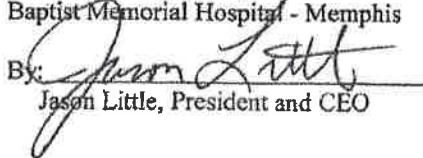
Sincerely,



Reginald W. Coppwood, M.D., President and CEO,
Shelby County Health Care Corporation
d/b/a Regional One Health

ACKNOWLEDGED AND AGREED TO THIS 14th DAY OF AUGUST, 2015

Baptist Memorial Hospital, Inc. d/b/a
Baptist Memorial Hospital - Memphis



By: Jason Little, President and CEO

EXHIBIT A

Baptist Memorial Hospital, Inc.
Regional One Health
Freestanding Emergency Department Project

Baptist Memorial Hospital, Inc./Proposal for Emergency Services Venture:

- Baptist Memorial Hospital, Inc., through its controlled hospital affiliate Baptist Memorial Hospital - Memphis (Baptist), has developed a plan and pro-forma financial analysis for the provision of free-standing emergency department ("FED") services in the Memphis metropolitan service area.
- Baptist would propose to offer a minority investment opportunity to Shelby County Health Care Corporation d/b/a Regional One Health (Regional One) in a collaborative arrangement in which Baptist and Regional One would be economic co-venturers with respect to the provision of FED services at multiple locations.
- One site will be located at 6525 Quince Road (Kirby Site) (owned by a subsidiary of Regional One) and another at Highway 64 just east of Canada Road, and they are to be operated collectively under a joint operating agreement collaborative arrangement (the "FED JOA").
- Capital costs (via the LLC) and profits/losses (via the FED JOA) will be shared 60% by Baptist and 40% by Regional One with respect to the FEDs to be developed under the FED JOA.
- Baptist will file CON applications for the FED sites. Regional One will provide input on, comment on, and have the right to approve all FED CON applications such consent not to be unreasonably withheld. In connection with the Kirby CON filing, Regional One will grant Baptist an assignable option to lease the Kirby site.

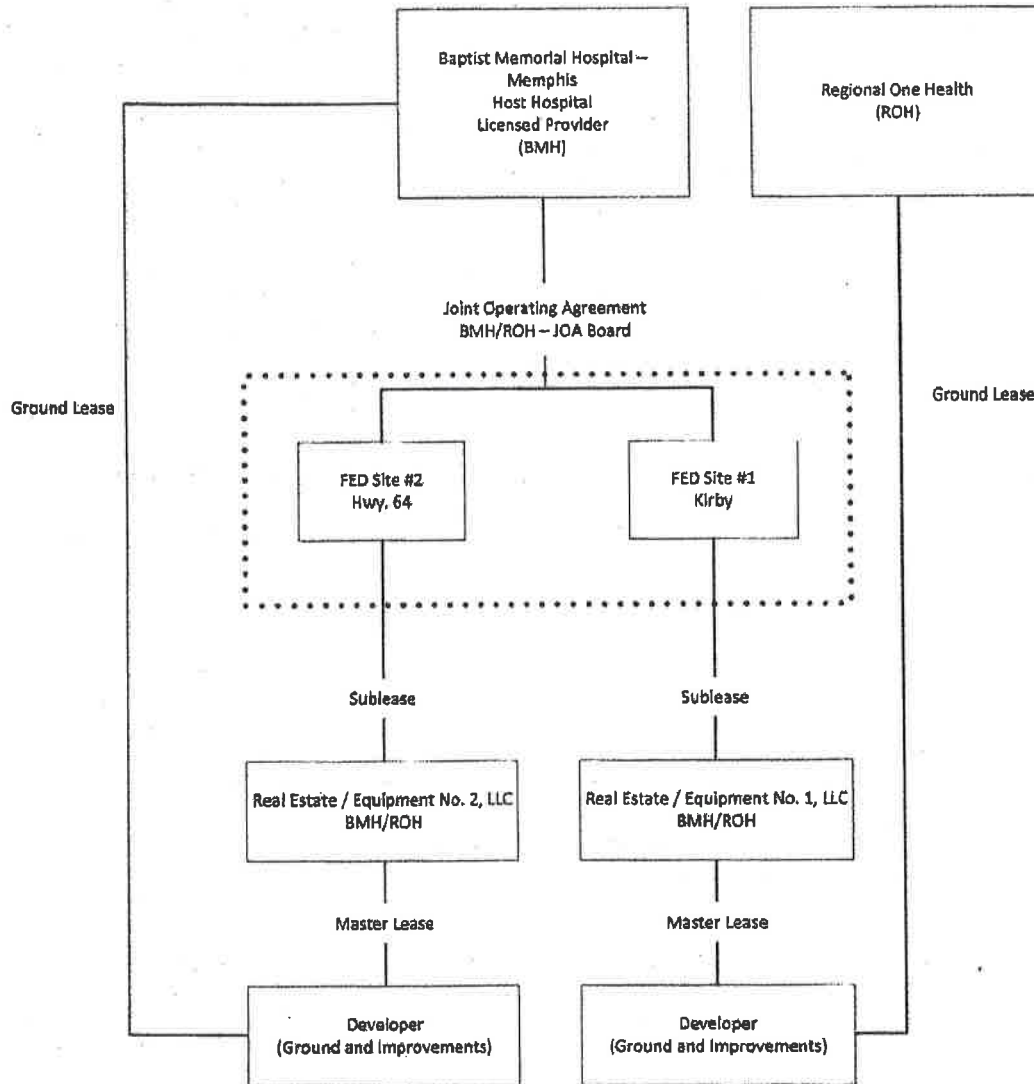
Joint Operating Agreement (JOA) Model

- Each FED would be provider-based to the host hospital. Baptist would be the host hospital for all FED sites, including Kirby.
- Baptist and Regional One would establish a JOA Governing Board, with Baptist and Regional One holding an equal number of Board positions, to govern the FED sites.
- The FED host hospital would delegate to the JOA Board certain powers, including the authority to recommend operating and capital budgets, oversight of FED management and the ability to allocate resources relative to the FED service line, consistent with the provider based rules.
- Once a FED becomes operational, the budgeting, personnel, management, service line director, contracting, and similar decisions will become items with respect to which the host hospital must reserve final approval due to the provider-based rules unless the service is not provider based, notwithstanding the delegation of authority to JOA Governing Board.
- One or more discrete new limited liability companies (each, a "Newco LLC") shall be formed by Baptist and Regional One (owned 60/40) to house and/or lease the real estate and equipment to be used at each FED site and provide a structure to capitalize the same.

Exhibit A

August 28, 2015**4:06 pm****EXHIBIT B**

Baptist Memorial Hospital, Inc.
Regional One Health
Freestanding Emergency Department Project

**Exhibit B**

JM JZB 1420799 v3
2132202-098053 08/12/2015
7/3699521.3

August 28, 2015**4:06 pm****4. Section A., Applicant Profile, Item 6**

The applicant has provided the following documentation to confirm legal interest in the site:

- Copy of fully executed Option to Lease agreement effective 8/14/15 between BMH and Duke Realty (developer). Of note, key terms in the agreement reflect the following; (a) Regional One Properties, Inc. shall ground lease the land to Duke Realty for an initial period of 15 years at a cost of \$929,720.00; (b) developer will construct a new 1-story free standing building with 25,000 square feet of useable space for use as an emergency department with related services; and (c) developer will lease the building to Kirby Road and Quincy Road JOA No. 1, LLC, a Tennessee limited liability company (Newco) formed in August 2015 and a wholly owned subsidiary of BMH-Memphis. The terms in the agreement also reflect that Regional One Health (ROH) anticipates acquiring a 40% ownership interest in Newco.
- Copy of unsigned ground lease letter of intent dated 8/13/15 between Regional One Health Properties, Inc. and BMH. The attached term sheet reflects that the ground lease will be for a 3 acre site, will have an initial term of 60 years with an estimated cost of \$59,982 per year based on an assumed value of \$999,702 and a 6% per year rate of return on the assumed value.

It appears that the following items may also be needed to confirm site control of the project:

- Documentation in the form of a copy of a current deed or title to confirm ownership of the 3 acre site by Regional One Health Properties, Inc.

Response:

Documentation from Regional One is provided on the following pages including documentation confirming the conversion of Regional One Health Properties, LLC to Regional One Health Properties, Inc..

- Documentation in the form of a fully executed agreement between BMH and Kirby Road and Quincy Road JOA No. 1, LLC confirming that the LLC will be the primary party to the building lease agreement with the developer.

Response:

A copy of the fully executed Letter of Intent to ground lease the site to Baptist is provided on the following pages. The Term Sheet provided with the letter provides the assignment;

BMH shall have the right to assign the ground lease to a single purpose entity to be formed by Duke Realty Limited Partnership in connection with a financing transaction for the construction of a free standing emergency department ("FSED") building on the Property.

August 28, 2015**4:06 pm**

Listed as TENANT(S) In the Option to Lease agreement between BMH and Duke is this description:

Kirby Road and Quince Road JOA No. 1, LLC, hereinafter referred to as "Newco," a Tennessee limited liability company and wholly owned subsidiary of Baptist Memorial Hospital d/b/a Baptist Memorial Hospital – Memphis ("BMH-Memphis"). It is anticipated that Shelby County Health Care Corporation d/b/a Regional One Health ("ROH") will acquire 40% of the ownership interest in Newco. Tenant may assign the space lease to an entity jointly owned by BMH-Memphis and ROH.

The JOA letter of Intent includes this statement:

One or more discrete new limited liability companies (each, a "Newco LLC") shall be formed by Baptist and Regional One (owned 60/40) to house and/or lease the real estate and equipment to be used at each FED site and provide a structure to capitalize the same.

Upon approval of the CON application it is the intent of Baptist Memorial Hospital to use Kirby Road and Quincy Road JOA No. 1, LLC as the primary party to the building lease with the Developer.

- Copy of fully executed joint venture agreement between BMH and ROH should any references to site control be referenced in the document.

Response:

The description of site control is provided in the previous response describing the letters of intent.

August 28, 2015**4:06 pm**

August 14, 2015

Mr. Greg Duckett
Corporate Secretary
Baptist Memorial Hospital, Inc.
350 N. Humphreys Blvd.
Memphis, TN 38120

Re: Proposed ground lease of property located at intersection of Kirby Road and Quince Road in Memphis, Tennessee to facilitate the development of a free standing emergency department ("FSED") building

Dear Greg:

The purpose of this Letter of Intent is to confirm the interest of Regional One Properties, Inc. ("Regional") to ground lease certain real property to Baptist Memorial Hospital, Inc. dba Baptist Memorial Hospital - Memphis ("BMH") consistent with the provisions of the term sheet attached hereto as Exhibit A (the "Term Sheet").

While the terms and conditions set forth in the Term Sheet are good faith estimates by the parties in order to facilitate the preparation and filing of a certificate of need application by BMH, the Term Sheet does not contain all of the critical terms of the proposed transaction and is subject to the conditions set forth therein, all of which are subject to the issuance by the Tennessee Health Services and Development Agency of a certificate of need for a FSED at the locations set forth in the Term Sheet.

Please feel free to contact us if you have any questions. We look forward to working with you to finalize this transaction.

Sincerely,

Regional One Properties, Inc.

ACKNOWLEDGED AND AGREED
TO THIS ___ DAY OF AUGUST, 2015

BAPTIST MEMORIAL HOSPITAL, INC.
dba Baptist Memorial Hospital - Memphis

By:
Name: Jason Little
Title: CEO

August 28, 2015**4:06 pm****EXHIBIT A****GROUND LEASE TERM SHEET**

PROPERTY:	Certain real property (the "Property") containing approximately 3.0 acres in a larger tract of land located at the intersection of Kirby Road and Quince Road in Memphis, Tennessee, known as 6525 Quince Road. The exact location of such 3.0 acre tract shall be mutually agreed upon between Ground Lessor and Ground Lessee.
GROUND LESSOR:	Regional One Properties, Inc. ("Regional One")
GROUND LESSEE:	Baptist Memorial Hospital, Inc. dba Baptist Memorial Hospital - Memphis ("BMH") or a single purpose entity to be formed by it
LEASE TERM:	An initial lease term of not less than 60 years with three (3) ten year options to extend
GROUND RENT:	The initial ground rent is estimated to be \$59,982.00 per year based on an assumed value of the Property of \$999,702 and an estimated rate of return of 6% per year on such assumed value. The actual rent shall be calculated by multiplying the appraised value of the Property by a factor that will produce a reasonable fair market return on investment of not less than 6% per annum nor more than 8% per annum to be agreed upon by the parties. Thereafter the rent shall escalate by 10% on each tenth anniversary of the commencement date of the ground lease. Such ground rent shall be totally net of all property taxes, insurance, maintenance and other costs, all of which shall be the responsibility of the ground lessee.
ASSIGNMENT:	BMH shall have the right to assign the ground lease to a single purpose entity to be formed by Duke Realty Limited Partnership in connection with a financing transaction for the construction of a free standing emergency department ("FSED") building on the Property
DEFINITIVE AGREEMENT:	The obligations of the parties hereunder shall be conditioned upon the negotiation and execution of a definitive ground lease agreement containing additional critical terms typically found in such agreements. This letter of intent shall remain in effect for not less than ninety (90) days; following the end of such 90 day period, it shall continue in effect subject to the right of either party hereto to terminate it by giving written notice to the other party of such termination.

August 28, 2015**4:06 pm**

(Above area reserved for recording information)

Prepared by and after recording return to:

Jason G. Yarbrow
Butler Snow O'Mara Stevens & Cannada, PLLC
6075 Poplar Avenue, Suite 500
Memphis, TN 38119
(901) 680-7200

Owner/Grantee Address:

Regional Med Properties, LLC
877 Jefferson Avenue
Memphis, TN 38103

Send Tax Bills to:

Regional Med Properties, LLC
Attn: Chief Financial Officer
877 Jefferson Avenue
Memphis, TN 38103

Address of Property and Map Parcel Nos.

6525 Quince Road
Memphis, Tennessee 38119
81-52-26, 81-52-27, 81-52-28

SPECIAL WARRANTY DEED

FOR AND IN CONSIDERATION of the sum of Ten Dollars and no/100 (\$10.00), cash in hand paid by the Grantee and other good and valuable considerations accepted as cash, the receipt and sufficiency of which are hereby acknowledged, **KG LAND, LLC**, a Tennessee limited liability company ("Grantor") has this day bargained and sold, and does hereby transfer and convey unto **REGIONAL MED PROPERTIES, LLC**, a Tennessee limited liability company ("Grantee"), its successors and assigns, certain real estate in Shelby County, Tennessee, to wit:

See Exhibit A attached hereto and made a part hereof.

TOGETHER WITH all appurtenances thereto belonging or in anywise appertaining, all buildings and other improvements located thereon, and all right, title and interest of Grantor in and to all roads, alleys and ways bounding the above described property.

This conveyance is made and accepted subject to the encumbrances listed on **Exhibit B** hereto (collectively the "Permitted Exceptions").

TO HAVE AND TO HOLD unto Grantee, its successors and assigns, in fee simple, forever. Grantor and its successors and assigns shall warrant and defend the title to the real estate to Grantee, its successors and assigns forever, against the lawful claims of all persons, claiming by, through or under the Grantor, but against none other. Whenever used, the singular number shall include the plural, the plural the singular, and the use of any gender shall be applicable to all genders.

August 28, 2015

4:06 pm

IN WITNESS WHEREOF, the Grantor has executed this Special Warranty Deed on the _____ day of November, 2012.

KG LAND, LLC, a Tennessee limited liability company

By: Walter D. Wills III
Name: Walter Wills, III
Title: managing member

STATE OF TENNESSEE,
COUNTY OF SHELBY.

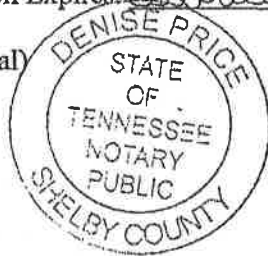
I, the undersigned authority, a Notary Public in and for said County in said State, hereby certify that Walter Wills, III, as the managing member of **KG LAND, LLC**, a Tennessee limited liability company, has executed the foregoing Special Warranty Deed, and who is known to me, acknowledged before me on this day that, being informed of the contents of the Special Warranty Deed, he, in his capacity as such managing member and with full authority, executed the same voluntarily for and as the act of said managing member on the day the same bears date.

Given under my hand this the 16th day of November, 2012.

Denise Price
Name: Denise Price
Notary Public

Commission Expires: February 7, 2015

(Notary Seal)



August 28, 2015

4:06 pm

STATE OF TENNESSEE,
COUNTY OF SHELBY.

I hereby swear or affirm that the actual consideration for this transfer or the value of the property transferred, whichever is greater, is \$3,420,148.00, which amount is equal to or greater than the amount which the property transferred would command at a fair and voluntary sale.

Walter D. Wills III
Affiant

Sworn to and subscribed before me this
16th day of November, 2012.

Denise Price
Notary Public

Commission Expires: February 7, 2015

(Notary Seal)



EXHIBIT "B"**PERMITTED EXCEPTIONS**

1. Easements and incidental rights in that portion of the Land described in Exhibit A underlying public roads.
2. Subdivision Restrictions, Building Lines and Easements of record in Plat Book 17, Page 71; Plat Book 110, Page 21; Plat Book 116, Page 14; Plat Book 118, Page 51; Plat Book 120, Page 5; Plat Book 120, Page 14; Plat Book 134, Page 41; Plat Book 145, Page 29; Plat Book 277, Page 57; Plat Book 240, Page 23; Plat Book 230, Page 25; Plat Book 227, Page 58; Plat Book 241, Page 32; Plat Book 246, Page 35 and Plat Book 253, Page 41 in the Register's Office for Shelby County, Tennessee.
3. Drainage and sanitary sewer easement shown on survey by Fisher & Arnold, Inc., dated June 27, 2012, filed of record in Book 5930, Page 179 in the Register's Office of Shelby County, Tennessee.
4. Cathodic Protection easement shown on aforesaid survey, said easement filed of record at Book 3544, Page 109 in aforesaid Register's Office.
5. Drainage easement shown on aforesaid survey, said easement filed of record in Book 5932, Page 84 in aforesaid Register's Office.
6. Drainage easement shown on aforesaid survey, said easement filed of record in Book 5035, Page 192 in aforesaid Register's Office.
7. Three foot MLG&W utility easement, shown on aforesaid survey, said easement filed of record at Instrument No. V9 7125 in aforesaid Register's Office.
8. Sign easement shown on aforesaid survey, said easement filed of record at Instrument No. ET 3057 in aforesaid Register's Office.
9. Utility easement, ingress & egress easement and signage easement as shown on aforesaid survey, said easement filed of record at Instrument No. DX 5084 in aforesaid Register's office.
10. Drainage easement shown on aforesaid survey, said easement filed of record at Instrument No. LM 2526 in aforesaid Register's Office.
11. 3,047 square foot temporary construction easement shown on aforesaid survey, said easement filed of record at Instrument No. LM 2527 in aforesaid Register's Office.
12. Eight foot utility easement shown on aforesaid survey, said easement filed of record at Instrument No. 07004178 in aforesaid Register's Office.
13. Utility and ingress-egress easement shown on aforesaid survey, said easement filed of record at Instrument No. 06071266 in aforesaid Register's Office.
14. Rights, if any, of the property owners abutting said Howard Creek in and to the waters of Howard Creek and in and to the bed hereof.

August 28, 2015

4:06 pm

15. 20' Landscape area as shown on survey prepared by Fisher & Arnold, Inc., dated 6/27/2012.

16. 30' Building setback, as shown on survey.

17. Drainage structure, as shown on survey.

18. Cofferd Dam, as shown on survey.

ButlerSnow 14465409v2

August 28, 2015**4:06 pm****EXHIBIT "A"****LEGAL DESCRIPTION****LOCATED IN THE CITY OF MEMPHIS, SHELBY COUNTY, TENNESSEE:**

BEGINNING at point located along the west Right of Way of Quince Road (84' R.O.W.), said point being the southeast corner of Balmoral Presbyterian Church (Instrument G5 0352), and located N 28° 12' 10" W a distance of 178.42 feet from the intersection of Quince Road and Wheel Cove;

Thence along the right of way of Quince Road, S 11° 04' 32" E, 30.65 feet to a point;

Thence along a curve to the right having a radius of 159.87 feet and an arc length of 23.44 feet (chord = S 06° 52' 28" E, 23.42 feet) to a point;

Thence along a curve to the right having a radius of 160.00 feet and an arc length of 28.46 feet (chord = S 02° 25' 11" W, 28.43 feet) to a point;

Thence along a curve to the right having a radius of 45.00 feet and an arc length of 20.60 feet (chord = S 20° 37' 41" W, 20.42 feet) to a point;

Thence, S 56° 15' 37" E, 9.73 feet to a point;

Thence along a curve to the right having a radius of 51.82 feet and an arc length of 21.84 feet (chord = S 44° 14' 53" W, 21.67 feet) to a point;

Thence along a curve to the right having a radius of 170.00 feet and an arc length of 58.48 feet (chord = S 68° 41' 55" W, 58.19 feet) to a point;

Thence, S 75° 16' 58" W, 36.91 feet;

Thence along a curve to the left having a radius of 41.00 feet and an arc length of 25.55 feet (chord = S 57° 25' 43" W, 25.14 feet) to a point;

Thence along a curve to the left having a radius of 41.00 feet and an arc length of 36.12 feet (chord = S 14° 20' 14" W, 34.96 feet) to a point;

Thence along a curve to the left having a radius of 41.00 feet and an arc length of 64.84 feet (chord = S 56° 12' 20" E, 58.29 feet) to a point;

Thence, N 78° 29' 20" E, 34.46 feet to a point;

Thence, N 78° 34' 30" E, 7.81 feet to a point;

Thence along a curve to the right having a radius of 170.00 feet and an arc length of 55.16 feet (chord = N 87° 50' 51" E, 54.92 feet) to a point;

Thence along a curve to the right having a radius of 55.00 feet and an arc length of 43.64 feet (chord = S 60° 07' 38" E, 42.50 feet) to a point;

Thence along a curve to the right having a radius of 170.00 feet and an arc length of 52.77 feet (chord = S 28° 30' 18" E, 52.56 feet) to a point;

Thence along a curve to the left having a radius of 1184.44 feet and an arc length of 822.65 feet (chord = S 39° 18' 12" E, 806.21 feet) to a point;

Thence, S 59° 12' 40" E, 806.18 feet to the northwest corner of Sixty Five Fifty Five Quince Building LLC (Instrument 09141650);

Thence with the western line of Quince Building LLC and leaving the right of way of Quince Road, S 30° 45' 11" W, 144.39 feet;

Thence along a curve to the right having a radius of 20.00 feet and an arc length of 31.42 feet (chord = S 75° 45' 11" W, 28.28 feet);

Thence, N 59° 14' 49" W, 56.50 feet to a point;

August 28, 2015**4:06 pm**


Thence, S 30° 43' 53" W, 290.11 feet to an iron pin found;
Thence, S 50° 58' 57" E, 12.46 feet to an iron pin found;
Thence, S 69° 38' 30" E, 608.19 feet to an iron pin found;
Thence along a curve to the left having a radius of 100.00 feet and an arc length of 98.83 feet (chord = N 82° 09' 39" E, 94.86 feet) to an iron pin found;
Thence, N 55° 16' 24" E, 75.34 feet to an iron pin;
Thence, S 15° 31' 32" W, 47.66 feet to a concrete monument found along the right of way of Kirby Parkway (R.O.W. varies) and State Route 385 (R.O.W. varies);
Thence with the northern right of way of State Route 385, S 29° 17' 28" W, 52.73 feet to a concrete monument;
Thence, S 62° 48' 58" W, 96.67 feet to a concrete monument;
Thence, N 66° 05' 59" W, 1044.03 feet to a concrete monument;
Thence, N 66° 39' 32" W, 350.12 feet to a concrete monument;
Thence, N 76° 53' 14" W, 138.51 feet to a concrete monument;
Thence, N 64° 38' 59" W, 445.55 feet to a point;
Thence, N 01° 18' 16" W, 18.68 feet to a point;
Thence, N 63° 51' 11" W, 0.77 feet to a point;
Thence, N 00° 47' 05" W, 3.72 feet to a point;
Thence, N 62° 26' 45" W, 478.03 feet to a point;
Thence N 62° 26' 45" W, 50.08 feet to an iron pin found, the southeast corner of Wheel, LLC (Instrument 06071265);
Thence along the east line of Wheel, LLC, and leaving the right of way of State Route 385, N 26° 22' 31" E, 393.26 feet to an iron pin found;
Thence, N 36° 55' 48" W, 139.01 feet to an iron pin set along a non exclusive permanent easement for ingress/ egress (Instrument 06071266);
Thence with excusive easement along a curve to the right having a radius of 41.00 feet and an arc length of 66.34 feet (chord = N 85° 22' 40" W, 59.34 feet) to an iron pin;
Thence leaving said exclusive easement along the western line of Wheel, LLC, S 77° 50' 58" W, 109.60 feet to an iron pin;
Thence along a curve to the left having a radius of 771.34 feet and an arc length of 290.70 feet (chord = S 67° 14' 11" W, 288.98 feet) to an iron pin found;
Thence, S 56° 32' 07" W, 209.94 feet to an iron pin found;
Thence leaving Wheel, LLC, N 76° 24' 50" W, 9.30 feet to a concrete monument found along the northern right of way of State Route 385;
Thence, N 31° 35' 02" W, 217.51 feet to the center of Howard Creek;
Thence with the center of Howard Creek, N 56° 32' 07" E, 430.82 feet to a point;
Thence continuing with Howard Creek along a curve to the right having a radius of 1200.00 feet and an arc length of 465.12 feet (chord = N 67° 38' 21" E, 462.22 feet);
Thence, N 78° 44' 36" E, 549.67 feet to the POINT OF BEGINNING and containing 1,636,113.51 SQ. FT., 37.56 acres.

Being the same property conveyed to KG Land, LLC by Quit Claim Deeds recorded at Instrument Nos. KT 5538, KT 5539, KT 5540, KT 5541, KT 5542 and 06013245 re-recorded at 06093352, Register's Office for Shelby County, Tennessee.

August 28, 2015**4:06 pm***Tom Leatherwood*

Shelby County Register

As evidenced by the instrument number shown below, this document
has been recorded as a permanent record in the archives of the
Office of the Shelby County Register.

	
12134830	
11/27/2012 ~ 02:10 PM	
J FEE	
JREVS	1022148-12134830
VALUE	3420148.00
MORTGAGE TAX	0.00
TRANSFER TAX	12654.95
RECORDING FEE	39.00
DP FEE	2.00
REGISTER'S FEE	1.00
WALK THRU FEE	0.00
TOTAL AMOUNT	12692.95
TOM LEATHERWOOD	
REGISTER OF DEEDS SHELBY COUNTY TENNESSEE	

August 28, 2015**4:06 pm**

STATE OF TENNESSEE
Tre Hargett, Secretary of State
Division of Business Services
William R. Snodgrass Tower
312 Rosa L. Parks AVE, 6th FL
Nashville, TN 37243-1102

Regional One Properties, Inc.
MONICA N. WHARTON
877 JEFFERSON AVE
MEMPHIS, TN 38103-2807

March 4, 2014

Control # 699913

Effective Date: 03/04/2014

Document Receipt

Receipt #: 1348560	Filing Fee:	\$120.00
Payment-Check/MO - CFS-1, NASHVILLE, TN		\$20.00
Payment-Check/MO - CFS-1, NASHVILLE, TN		\$100.00

ACKNOWLEDGMENT OF CONVERSION

**Regional Med Properties, LLC converted from a TENNESSEE Limited Liability Company to
Regional One Properties, Inc.
a TENNESSEE Corporation For-Profit**

This will acknowledge the filing of the attached Articles of Conversion with an effective date as indicated above.

When corresponding with this office or submitting documents for filing, please refer to the control number given above.

You must also file this document in the office of the Register of Deeds in the county where the entity has its principal office if such principal office is in Tennessee.


Tre Hargett
Secretary of State

Processed By: Cynthia Dunn

August 28, 2015**4:06 pm****5. Section B, Project Description, Item I.**

The applicant identifies a joint operating agreement between BMH and Regional One Health to work together to establish best practices at the proposed Satellite ED. The comments in the executive summary and other parts of the application pertaining to the need for additional ED capacity at the 2 hospitals and the projected volumes of the proposed facility using the 2 hospital's ED volumes in 2014 highlight some of the potential benefits of this arrangement. In other parts of the application, it also appears there is a financial benefit from the JV related to cost sharing for the estimated start-up capital needs of the facility. Please briefly summarize the major benefits of the arrangement.

Response:

The Joint Operating Agreement (JOA) establishes an arrangement between the 2 organizations to combine and channel best practices into a new facility that will operate under the license of the host hospital, Baptist Memorial Hospital (BMH). Both BMH and Regional One Health (ROH) capacity in their emergency departments in their respective main hospital campuses. Under the JOA the main hospitals will retain their separate identities while joining together financially and through operational collaboration to provide services to patients in a single setting that is convenient to the patients' both geographically and in terms of timely access.

Each party will have input to achieve the common objective of providing high quality accessible emergency health services. The locations also provide a community based platform for addressing general community health needs and improving the health of the population.

The new setting will be a catalyst for patient interactions that can develop, build and strengthen the services of BMH and ROH in a new venue.

Please briefly discuss the relationship between BMH and Kirby Road and Quincy Road JOA No.1, LLC, the new Tennessee limited liability company formed on 8/12/15.

Response:

The LLC as presented in a previous response is the vehicle for implementing the Joint Operating Agreement. BMH will initially own 100% of the LLC, but the ultimate ownership structure will be 60% by BMH and 40% by ROH.

As requested above in Question 2, please provide a copy of the joint operating agreement to document the nature and scope of the arrangement between the parties as it might relate to membership in Kirby Road and Quincy Road JOA No. 1, LLC, management of the proposed satellite ED facility, funding support for the project and coordination of ED patient referrals to the satellite ED by BMH & Regional One Health.

Response:

Please see response for question 2.

August 28, 2015**4:06 pm**

What are the distances between the applicant's proposed satellite emergency facility, the proposed BMH-Lakeland Satellite ED-Lakeland in CN1508-037, and the main emergency room at BMH-Memphis on 6019 Walnut Grove Road?

Response:

	BMH Memphis- 6019 Walnut Grove Rd
Satellite ED in Lakeland	11.2 miles; 16 minutes driving time
Satellite ED in Memphis	6.8 miles ; 9 minutes driving time

The table provided on page 23 of the application indicates an increase of 16,000 ED visits at Shelby County hospitals from CY 2012-CY2013. Using the American College of Emergency Physicians (ACEP) 1,500 visit/ED room standard, the additional need in the county is approximately 11 rooms. This project and its companion CON application, BMH-Lakeland, CN1508-037, collectively seek approval to add 22 ED rooms to existing ED supply in Shelby County. Given these metrics, please explain why BMH wants to add a total of 22 rooms through both projects at this time. If only one of the two CON applications is needed, which project would the applicant prefer to see approved as the more necessary of the two and why.

In your response, please also note the ED room visit benchmark that BMH considered it its estimate of treatment rooms needed for the project. If different from the ACEP 1,500/room benchmark noted above, please discuss by providing an overview of the alternative benchmark and its merits.

Response:

While the standard from ACEP is useful for benchmarking, it represents the average of many facilities with varying functional programs. As stated in the application, attention is given in these proposed locations to geriatric and pediatric patients who may require longer periods and treatment spaces. The satellite emergency facilities will be able to accommodate patients' needs in a lower volume environment, allowing more time inside the treatment areas with families. Since both facilities are designed to meet the needs of the area, they are both needed.

The ACEP is actively involved with The Emergency Department Benchmarking Alliance (EDBA) which maintains an independent database of demographic and performance metrics. Multiple variables are involved in benchmarking ED patient care spaces. An excerpt from an August 2014 article titled Emergency Department Benchmarking Alliance Reports on Data Survey for Next-Generation ED Design includes:

The **Emergency Department** Benchmarking Alliance (EDBA) is now reporting on the data survey for 2013, with data from 1,100 EDs that saw 42 million patients.² The results of this survey allow ED leaders to find data to support renovation and redesign projects.

August 28, 2015**4:06 pm**

Many hospital CEOs will insist that the ED be built for 2,000 encounters per bed because that rate is a known fact. Like many "facts" about the ED, this one is wrong.

There is currently no basis to compare these numbers, but most emergency physicians realize that an ED with an unusually small footprint is noisy, is cramped, has relatively little privacy, and has little room for families.

Although a specific design standard for number of patient care spaces per annual number of visits or square footage per annual visits is not published, the EDBA article confirms continued growth in ED utilization through reference to another established survey tool which is the *National Hospital Ambulatory Medical Care Survey*. It has been providing insight into ED patient volume, acuity, testing, treatment, and disposition since 1992. The survey has recorded growth in patient volumes of between 2.5 and 3 percent per year since 1992. The number of EDs has not been increasing, and this steady growth in patient volume has challenged the physical resources of many departments in the United States.

The 2014 edition of *Guidelines for Design and Construction of Hospitals and Outpatient Facilities: Facility Guidelines Institute* Section 2.3 Specific Requirements for Freestanding Emergency Facilities 2.3-3.1 states "Facilities for emergency care services shall be provided in accordance with the requirements in Section 2.2-3.1.3 (Emergency Department) to accommodate the type, size, and number of services provided in the freestanding emergency facility."

In its CON from 2007, BMH provided a table "High and Low range estimates for department area and bed quantities" that came from *Emergency Department Design A Practical Guide to Planning for the Future* published by the American College of Emergency Physicians that stated a range from 25,500 dgsf to 34,000 dgsf for 50,000-60,000 annual projected visits. In 2014 the number of visits at the BMH Memphis ED was 62,451.

In addition to the above considerations, community expectation for timely access to service continues to evolve in the 21st century fast paced society. It is no longer acceptable for patients to wait an hour or more to be seen by a health care professional. One of the goals achieved by the project is creation of more ED capacity in the community, so that patients who otherwise would have service at BMH or ROH will have convenient options for quicker care.

Please provide an overview of the applicant's experience in operating a satellite emergency facility.

Response:

The satellite emergency facility will be operated in a manner consistent with other BMH emergency departments. Baptist

August 28, 2015**4:06 pm**

Memorial Hospital has operated emergency facilities for more than 100 years. The most recent expansion at the main facility began in 2008 and was completed in 2011. The expansion was phased in order to maintain operation at the facility. Expansion of existing facilities requires coordination and can be disruptive to patients' way finding through the facility.

In terms of existing resources, please include a brief description for staffing of the proposed satellite ED by board certified emergency medicine physicians who have met BMH credentialing standards, with estimated number of ED physicians that are needed to staff the proposed facility. Since it appears that physician services will be provided by contract with Team Health, please also provide a brief overview of the Emergency Physician Group that will be staffing the ER.

Response:

The emergency departments will be staffed by TeamHealth that also provides staffing for the BMH main campus ED. All TeamHealth physicians are credentialed to practice at Baptist Memorial Health Care facilities.

Please briefly highlight the role of the electronic medical record (EMR), telemedicine and other forms of telecommunications that will be used in the proposed facility. Since referral coordination with Regional One Health appears to a part of the project, please address how patient EMR systems between BMH and ROH will be utilized.

Response:

Interoperability

Baptist Memorial HealthCare Corporation utilizes the Epic system in conjunction with SureScripts to provide health information exchange with other providers. Health information exchange is managed through the Epic product Care Everywhere. The Care Everywhere product allows for exchange of health information in the CCD prescribed format. This format is the nationally recognized standard for exchanging information. Care Everywhere is able to send information in several ways:

- To other Epic customers
- To direct addresses of outside electronic medical record systems
- *
- Through the partnership with SureScripts to a portal for patient health information pickup of records.

All electronic medical records systems that are certified for meaningful use have the ability to exchange health information. The method of exchange occurs by sending health information to a Direct address (national standard). This methodology is used successfully across the country between software vendors to improve interoperability, patient treatment, and outcomes.

* Baptist's partnership with Regional One Health would include the exchange of health information utilizing the direct address

August 28, 2015**4:06 pm**

methodology. The exchange would be built and tested then managed at the hospital level for accurate patient match.

Classroom- on site and virtual

Health classes can be provided in person or through the use of a classroom equipped with the needed technology- camera, phone, speakers and PC for on site participants. For anyone wanting to join remotely, this same technology can be extended with the use of webinar, Skype, and desktops with potential expansion to mobile devices.

BMH is currently establishing telehealth capabilities in multiple locations. Telehealth capability will be extended to the satellite emergence departments. Initially, telestroke carts are planned to be available for acute stroke patients that present for evaluation and initial treatment. These carts can also be used for consults with other specialists from BMH and ROH. Baptist Health Care currently uses telehealth to provide acute stroke evaluations in 5 facilities and ID consults from Memphis to Oxford. BMHCC will be expanding that technology across the organization to provide specialty consultation in several specialties. BMHCC is also installing the technology in all of the system's acute care facilities, and this is planned to include the free-standing EDs, to provide continuous oversight and care to all the patients in all of the intensive care units within the Baptist system.

As technology improves and both physicians and consumers become more comfortable, expanding services to include specialty and chronic care will be explored.

In addition to the joint venture arrangement with Regional One Health, What types of innovative programs have been implemented by the applicant to ease emergency department overcrowding? Has the applicant partnered with community based organizations and others such as the Christ Community Health System network of federally qualified health centers in Memphis to develop alternatives to ED use by patients with non-urgent needs and identify potential primary care medical homes for these individuals in the community?

What happens if a patient who should have gone to an acute care hospital goes to/is brought to the proposed satellite ED?

Response:

Programs have been implemented to educate patients on the availability of services at the minor medical centers. Baptist Minor Medical has 3 locations in the Memphis area that provide online and mobile patient check-in services.

August 28, 2015**4:06 pm**

Additionally, BMH was one of founding partners of Christ Community Health Services and provides significant funds annually to the organization.

The satellite emergency facilities will provide full patient services. Patients who need more complex services that is not available at that location will be stabilized and transported to the appropriate facility.

Future Posting of ED Wait times

The Epic system has the functionality to send ED wait times to a website accessible from an internet browser. BMH and ROH will work together to implement a process whereby current wait times of the Ed facilities including the satellite locations can be conveniently accessed by patients. Additional discovery is needed to determine how to post the Regional One Health ED times via their vendor. Posted times would be per hospital or freestanding ED.

It is noted that the methodology used on pages 20 and 21 of the application with related attachment (Emergency Department CPT Codes and ESI Definitions") incorporates an acuity adjustment factor to project utilization of the proposed satellite ED. Should this be interpreted to mean that patients with less severe acuity conditions such as Level 1, Level 2 and/or ESI 4 and ESI 5 patients will use the proposed facility? Please clarify.

Response:

The acuity adjustment is based on the acuity levels at all of the Baptist Memorial Health Care facilities over the previous 12 months. As previously stated, this will be a full service emergency department. Trauma and other patients at ESI level 1 and 2 that require services beyond what is offered at the satellite ED will be stabilized and transported. In order to provide a conservative estimate of patients who would utilize the new service, the triage adjustment is a proportional reduction across all CPT levels for patients who may choose to travel to a main hospital campus, who may be taken by transport by an ambulance service, or who may feel their needs are more urgent than could be provided at a location other than a main campus.

It is noted the applicant is not planning to provide MRI services at the proposed satellite ER. Please describe why MRI imaging studies performed at the proposed facility may not be needed at this time. If Level IV and V patient conditions will be treated at the proposed facility, what arrangements are planned for access to an existing MRI service close to the facility?

Response:

In BMH's experience, MRI services are rarely needed for emergency department patients. At the Kirby location, an MRI will be available at ROH for some portions of the day in a nearby/adjacent imaging center. As previously stated, patients who need more complex services

August 28, 2015**4:06 pm**

than are available at that location will be stabilized and transported to the appropriate facility.

Please clarify if mobile crisis staff will have access to conduct assessments. If so, where? Please also identify where law enforcement will be located in the facility.

Response:

BMH Memphis has an agreement with Alliance Healthcare Services to provide behavioral health assessments including triage, psychiatric consultations and recommended dispositions. This contract is expected to be extended to the new satellite emergency departments.

As shown on the floor plan, security will be located in the waiting and registration area.

Many times emergency room copays are waived if the patient is admitted inpatient. Please clarify if this arrangement is possible at the proposed satellite ED.

Response:

Charges must be entered consistently for all patients. If a patient is admitted, the charges that were assessed as an outpatient visit will be rolled into the inpatient bill based on insurance plan design. For example, for Medicare if admitted in less than 4 days after the visit, the separate outpatient charge will be removed.

On Monday December 15, 2014, Tennessee Gov. Bill Haslam unveiled his Insure Tennessee plan, a two year pilot program to provide health care coverage to Tennesseans who currently don't have access to health insurance or have limited options. The program rewards healthy behaviors, prepares members to transition to private coverage, promotes personal responsibility and incentivizes choosing preventative and routine care instead of unnecessary use of emergency rooms. What will the impact of Insure TN have on the applicant's volume projection?

Response:

BMH fully supports the Insure Tennessee plan. Currently, the political challenge to implementation of Insure Tennessee makes its potential impact speculative. If Insure Tennessee were to be implemented in the future, BMH expects that this would increase the demand for ED services, but the project has been planned without regard to this possibility.

Please clarify if an ambulance will be stationed at the satellite ED 24 hours/day, 7days/week, 365 days/year for life-threatening transports to full service hospitals.

Response:

Baptist Memorial Hospital has an agreement with MedicOne Medical Response to provide non-exclusive ambulance transfer services as may be requested by Baptist's patients. The determination about the availability of a 24 hr/day vehicle at this location will be

August 28, 2015**4:06 pm**

made after some experience is gained to evaluate patient needs. It is anticipated that in the early stages, an ambulance will either be at this location or on call with Baptist Memphis.

August 28, 2015**4:06 pm****6. Section C, Project Description, Item II.A.**

The Square Footage Chart appears to identify 17,097 useable square feet for the proposed facility. Review of the terms of the 8/14/15 option to lease between BMH and Duke Realty revealed that the new building will contain 25,000 rentable square feet. Please clarify why the amounts differ.

While it is understood that the applicant plans to lease the space for the satellite ED for an initial period of 15 years, it appears that the \$6,731,370 building cost in the 8/3/15 letter from the architect might have been used to help complete the Square Footage Chart in the column labeled as Proposed Final Cost/SF (new construction). Please clarify.

Response:

The rentable square feet in the lease and the floor plans are correct. The square footage and cost per square footage chart was completed based on construction of the building. The difference is in the interpretation of the categories on the square footage chart and on the lease. The square footage cost chart was completed by the architect and related to construction. The terms in the development contract were applied by the developer. The space as presented in the lease and the square footage cost chart are the same.

The square footage cost chart was completed as a requirement of the CON application.

The cost per square foot in the square footage chart was calculated using the cost of construction of the building.

August 28, 2015**4:06 pm****7. Section B, Project Description, Item III.A**

The plot plan for the proposed facility on a 3 acre site is noted. It appears that a helipad has not been planned for this facility. Please briefly describe the reasons that air transport may not be necessary for transfer of Level IV or V patients who require immediate air evacuation to major trauma centers.

Response:

There are hospitals within the service area that have not constructed helipads because of the low rate of transport. Like hospitals in the area each location has an open area that can be used for helicopter access. Discussions with the location air transport, Hospital Wing, have confirmed that an area of 100 ft x 100 ft is adequate for helicopter use if the approach path is clear (No power lines, light poles or tall trees inside 100x100 area).

Please identify the names, addresses and distances from the proposed ED to the closest hospital ED facilities in Shelby County from the proposed satellite ED. Using the 8 zip codes included in the service area proposed for the satellite ED, please complete the chart provided below.

Distance to Hospital EDs from Zipcodes in Applicant's Service Area

Zip	Community	Hospital ED	Distance in Miles	Drive time in Minutes
38115	Memphis	St Francis	3.9	12
38117	Memphis	St Francis	3.1	9
38118	Memphis	Delta	1.6	4
38119	Memphis	St Francis	2.4	6
38125	Memphis	Methodist Germantown	5.8	14
38138	Germantown	Methodist Germantown	0.2	4
38139	Germantown	Methodist Germantown	2.9	7
38141	Memphis	St Francis	6.4	14

*Sources: Google Maps, centroid of zip codes

August 28, 2015**4:06 pm****8. Section B, Project Description, Item IV (Floor Plan)**

The floor plan of the proposed satellite facility sized for 24,931 rentable square feet is noted. Please provide clarification for the following:

- Is the waiting room capacity adequately sized to serve a 12 treatment room emergency facility?

Response:

According to the FGI guidelines 2.3-6.2 it states "provision must be made for public waiting". The waiting area is designed for patient and family comfort. 2 waiting areas for a total of 1,049 sq ft are provided to accommodate the special needs of pediatrics and adults. The waiting time per patient will be minimized with attention to efficient patient flow.

An additional waiting area of 258 sq ft is for people arriving for community services rather than emergency services.

- How will the behavior room be used and what conditions will be treated? Will the room be secured?

Response:

The room is to accommodate patients who may need psychiatric evaluation. The room will be designed to minimize risk of personal patient injury. As described in another question, BMH may contact Alliance Healthcare Services for evaluation. In some cases, the room may also be used for pediatric patients.

- Will any of the treatment rooms be set up to "swing" for use for other purposes such as triage/ exam? Please clarify.

Response:

All the rooms will be equipped and stocked to handle all types of patients.

- What is the purpose of the "medical home consultation" area and how will this service be operated by the applicant?

Response:

As discussed elsewhere in the application, this facility will be able to provide telemedicine services for patients who are enrolled in chronic disease management programs. Medical home consultation will continue to grow as people and physicians become more comfortable with virtual visits and group educational sessions.

Medical home counseling, community room, and conference/library can all be used to support educational sessions to achieve the priorities identified in the community health needs assessment. Two of the top priorities for Baptist are obesity and diabetes.

August 28, 2015**4:06 pm**

Please complete the chart below:

Proposed Changes to BMH-Memphis Emergency Department (ED)

Patient Care Areas other than Ancillary Services	# Hospital ED	# Satellite ED	# Combined EDs
Exam/Treatment Rooms (multipurpose)	43	10	53
Multipurpose			
Gynecological	2	1	3
Holding/Secure/Psychiatric	2 included in exam	1 included in exam	3 included in exam
Isolation	2 included in exam	1 included in exam	3 included in exam
Orthopedic	2		2
Trauma (major procedure)	6	1	7
Other (ENT)	1		1
Triage Stations	3 not rooms	2 not rooms	5 not rooms
Decontamination Rooms/Stations	1 area not room	1 area not room	2 area not room
Total			
Useable SF of Main and Satellite ED's	54	12	66

All rooms are stocked to accommodate all patient types.

9. Section C, Need, Item 1 (Project Specific Criteria) Construction, Renovation, Item 3.a

As noted on page 22, the population of the 8 zip code areas is expected to increase by 2.2% from 232,641 residents in 2015 to 2237,776 residents in 2020. It may be helpful to include projected growth of the zip code service area population in the chart provided on page 15.

Response:

Zip	City	2016	2017	2018	2019	2020
38115	Memphis	39,858	39,980	40,103	40,225	40,348
38117	Memphis	26,200	26,233	26,267	26,300	26,333
38118	Memphis	41,175	41,231	41,288	41,344	41,400
38119	Memphis	22,630	22,709	22,788	22,867	22,946
38125	Memphis	40,724	41,270	41,816	42,362	42,908
38138	Germantown	23,900	23,959	24,018	24,077	24,136
38139	Germantown	16,585	16,689	16,792	16,896	17,000
38141	Memphis	22,596	22,623	22,651	22,678	22,705

The combined growth in ED visits by the applicant and Regional One Health amounts to approximately 8,537 ED visits from 2014 to 2015 (page 13 table). Additionally, the applicant projects 5,328 visits in Year 1 and 7,478 ED visits in Year 2, an increase of approximately 40.4%. Using a standard of 1,500 visits per treatment/exam room, it appears that the need for additional treatment rooms amounts to 5 – 6 rooms. Please clarify how the applicant determined that the proposed BMH satellite ED should contain 12 additional treatment rooms and 22 additional ED rooms when consolidated with the proposed Satellite ED – Lakeland application.

Response:

As discussed in question 5, The 2014 edition of *Guidelines for Design and Construction of Hospitals and Outpatient Facilities: Facility Guidelines Institute* Section 2.3 Specific Requirements for Freestanding Emergency Facilities 2.3-3.1 states "Facilities for emergency care services shall be provided in accordance with the requirements in Section 2.2-3.1.3 (Emergency Department) to accommodate the type, size, and number of services provided in the freestanding emergency facility."

Another factor in evaluating the number of treatment rooms is the patient differences. One of the goals of the freestanding ED is to be sensitive to the needs of the special patient groups. ED length of stay is 20% longer for geriatric patients.

August 28, 2015**4:06 pm**

Patients expect less waiting and idle time as indicated by the HCAHPS (is a survey instrument and data collection methodology for measuring patients' perceptions of their hospital experience) scores. A recent article published by an architect with experience in healthcare projects states that "Modern design involves planning for peak times, fluctuations, and cycles. Design is for the maximum not the mean need with optimum flexibility for volume shifts."

Please clarify if there is a shortage of primary care physicians in the applicant's proposed satellite ED service area that would force patients to go to an emergency room for routine treatment.

Response:

The growth in emergency room visits is discussed previously in the application.

According to a study by Truven in 2013, when looking at the Kirby zips and population growth between years 2015-2020, there is a need for General/Family Practice physicians. The Health Professional Shortage Areas (HPSAs) of primary care physician need appear to be in zip codes 38115, 38118, 38125, and 38141.

Please briefly recap the addition of treatment rooms to the main campus BMH ED over the past 5-10 years. Is the footprint of the ED on the BMH-Memphis campus insufficient to accommodate further expansion?

Response:

The most recent expansion was completed in 2011 and has expanded to the extent possible on the land available in the northeast direction closest to Brierview Street. The expansion was phased in over 3 years because of the need to keep the ED operational. However, the long construction caused inconvenience to both staff and patients. The primary reason for the addition was to improve the privacy and comfort of patients in the treatment area. The number of treatment spaces increased from 50 to 54.

August 28, 2015**4:06 pm****10. Section C, Need, Item 3 (Service Area)**

Review of the map on page 19 and comparison to a similar map in CN1508-037 revealed a distance of less than 10 miles between the 2 proposed facilities and possible overlap of some of the zip codes used for the service areas in both CON applications. Please clarify.

Response:

The applicant did not indicate primary service areas within the same zip codes. The areas for the facilities were chosen based on the number of patients being treated at both BMH and ROH in order to relieve the demand on the current facility or areas that were underserved due to location of hospitals or recent closure of facilities. The zip codes are the smallest available discrete population areas for measurement. Data are available based on patient zip code origin.

In your response, please also provide a similar map that shows the locations of both proposed BMH satellite ED facilities and all hospital EDs in Shelby County.

Response:

A map is provided on the following page.

To what extent did resident use of hospital EDs other than BMH and Regional One Health factor into determination of the proposed facility's zip code service area? Please clarify.

Response:

Primary consideration was distance from existing BMH and ROH facilities in Shelby County and access to patients currently utilizing those emergency departments.

It is anticipated that some patients will choose the new facilities because of convenience, but patients who have historically used other facilities are not considered in this CON application.

Please compare the satellite ED facility's proposed service area by zipcode with BMH's main ED service area for the most recent 12-month period available.

Response:

Shelby County is the primary service area. See chart on the following page, showing that the zip codes associated with both proposed satellite emergency departments are the origin for 50% of the patients seen in the BMH emergency department in 2014.

SUPPLEMENTAL #1

August 28, 2015

4:06 pm

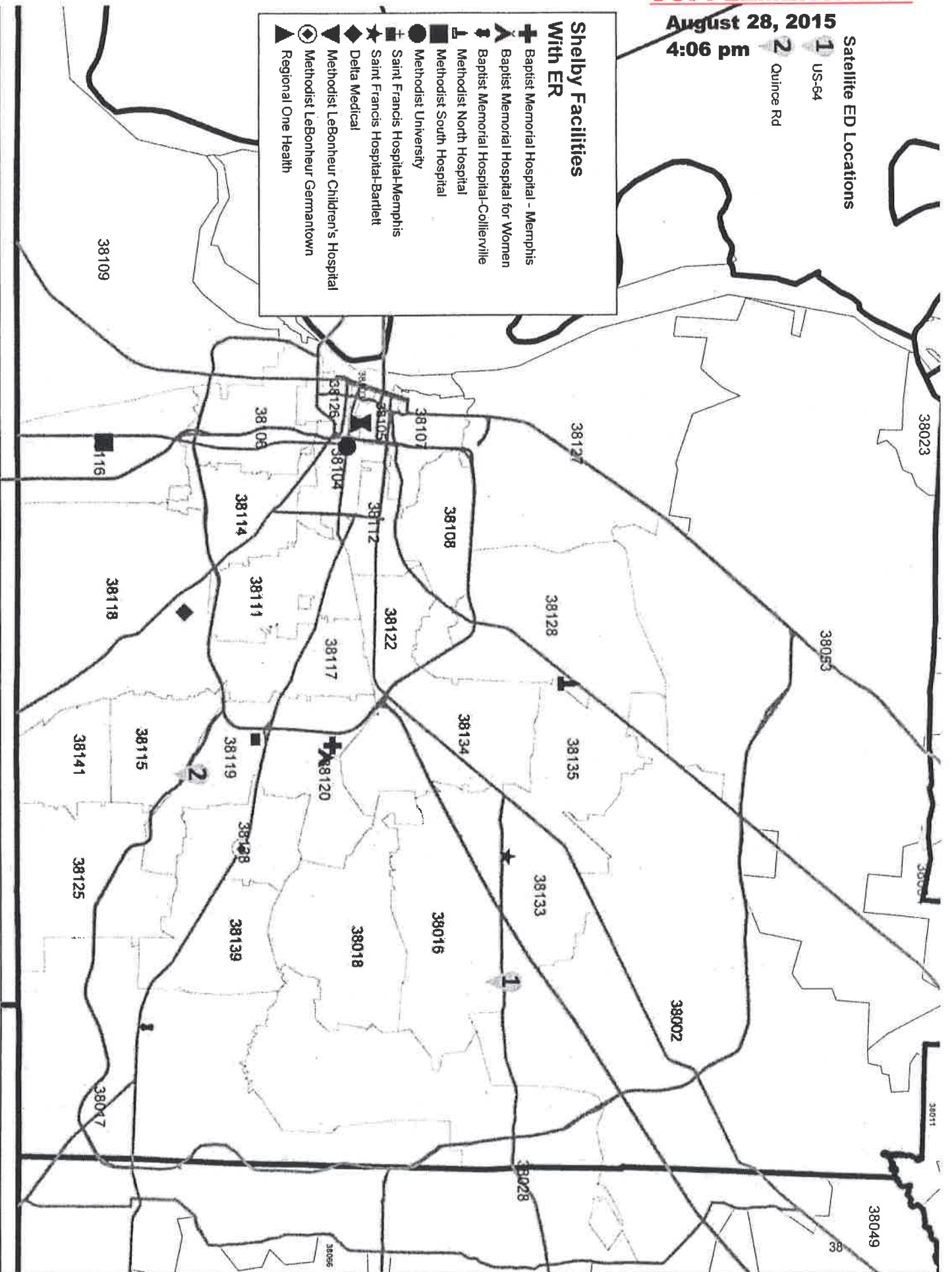
Satellite ED Locations

1 US-64

2 Quince Rd

Shelby Facilities With ER

- ✚ Baptist Memorial Hospital - Memphis
- ✚ Baptist Memorial Hospital for Women
- ✚ Baptist Memorial Hospital-Collerville
- ✚ Methodist North Hospital
- ✚ Methodist South Hospital
- ✚ Methodist University
- ✚ Saint Francis Hospital-Memphis
- ✚ Saint Francis Hospital-Bartlett
- ✚ Delta Medical
- ✚ Methodist LeBonheur Children's Hospital
- ✚ Methodist LeBonheur Germantown
- ✚ Regional One Health



August 28, 2015
4:06 pm

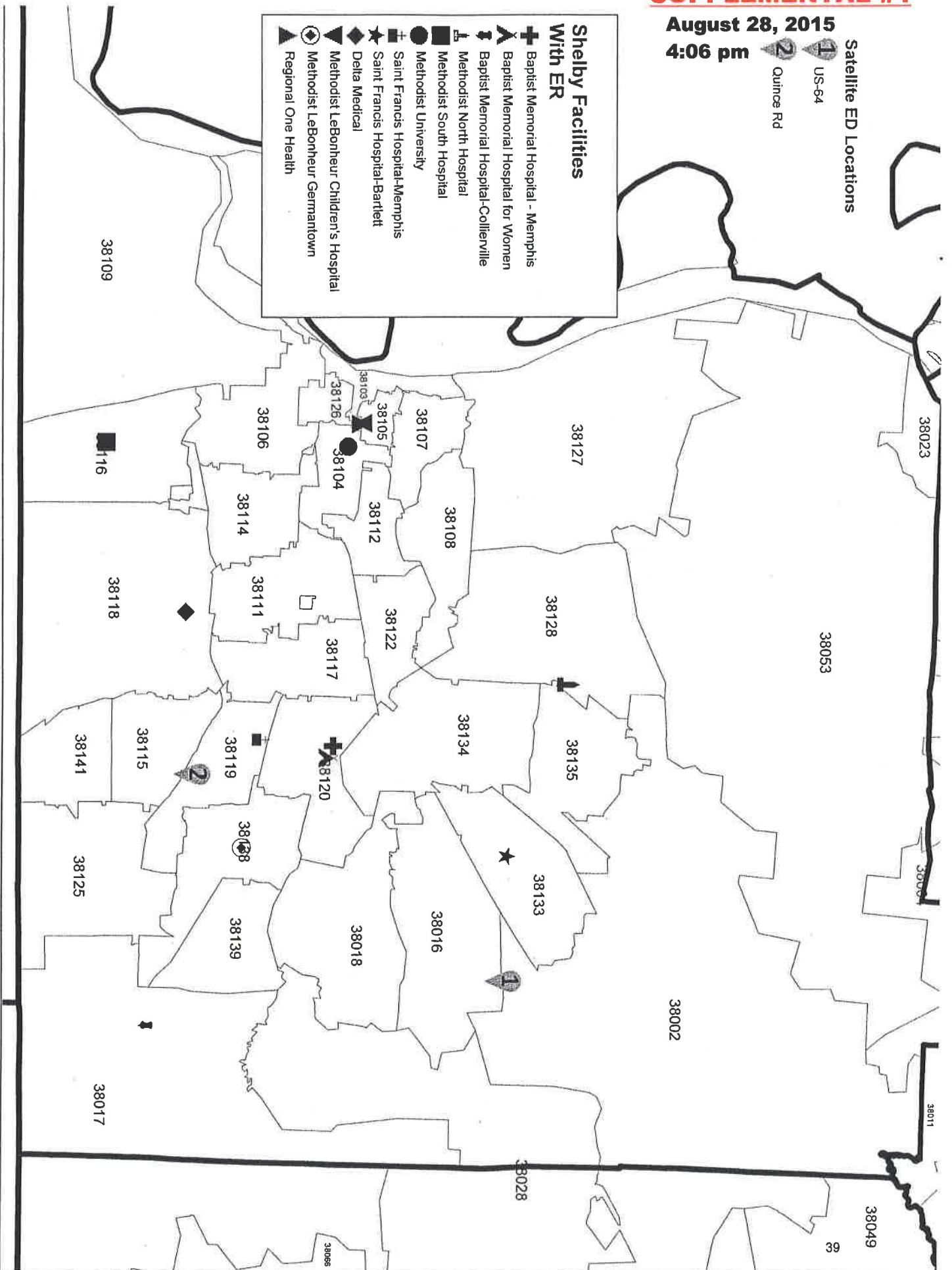
4:06 pm

Satellite ED Locations

US-64

Quince Rd

-  Baptist Memorial Hospital - Memphis
-  Baptist Memorial Hospital for Women
-  Baptist Memorial Hospital-Collerville
-  Methodist North Hospital
-  Methodist South Hospital
-  Methodist University
-  Saint Francis Hospital-Memphis
-  Saint Francis Hospital-Bartlett
-  Delta Medical
-  Methodist LeBonheur Children's Hospital
-  Methodist LeBonheur Germantown
-  Regional One Health



August 28, 2015**4:06 pm**

	PatZip	Visits	%	Cumulative %		
Kirby	38115	2678	6.88%	6.88%	26.32%	Kirby Percentage
	38122	2573	6.61%	13.49%		
	38111	2370	6.09%	19.57%		
Kirby	38118	2325	5.97%	25.55%	23.38%	Canada Percentage
Canada	38134	2320	5.96%	31.50%		
Canada	38018	2301	5.91%	37.41%		
	38128	2023	5.20%	42.61%		
	38127	1940	4.98%	47.59%		
Canada	38016	1905	4.89%	52.48%		
	38108	1582	4.06%	56.55%		
Kirby	38117	1375	3.53%	60.08%		
Kirby	38125	1258	3.23%	63.31%		
Kirby	38141	1138	2.92%	66.23%		
	38114	1127	2.89%	69.13%		
	38112	1120	2.88%	72.00%		
	38109	1038	2.67%	74.67%		
	38120	947	2.43%	77.10%		
Canada	38002	944	2.42%	79.53%		
	38116	806	2.07%	81.60%		
Kirby	38119	805	2.07%	83.67%		
	38053	797	2.05%	85.71%		
	38106	755	1.94%	87.65%		
Canada	38135	752	1.93%	89.58%		
Canada	38133	690	1.77%	91.35%		
	38107	637	1.64%	92.99%		
	38017	535	1.37%	94.36%		
	38104	519	1.33%	95.70%		
Kirby	38138	485	1.25%	96.94%		
	38105	201	0.52%	97.46%		
Canada	38028	192	0.49%	97.95%		
Kirby	38139	185	0.48%	98.43%		

August 28, 2015**4:06 pm**

Please complete the following table for ED patient origin by zip code for CY 2014 for zip codes with patient origin over 0.15%.

ED Visits by Residents of Applicant's Proposed Service Area, 2014

Patient Zip Code	Patient Community	Population	Total Patients Treated	Cumulative Patients Treated	% by Zip Code	Cumulative %
38115	Memphis	39735	2707	2707	6.81%	6.81%
38117	Memphis	26167	1400	4107	5.35%	12.16%
38118	Memphis	41119	2363	6470	5.75%	17.91%
38119	Memphis	22551	825	7295	3.66%	21.57%
38125	Memphis	40178	1258	8553	3.13%	24.70%
38138	Germantown	23841	491	9044	2.06%	26.76%
38139	Germantown	16481	185	9229	1.12%	27.88%
38141	Memphis	22569	1138	10367	5.04%	32.92%

*Source 2014 THA provisional data – does not include visits to all providers in Shelby County

11. Section C, Need, Items 4.A. and 4.B.

Your response to this item is noted. Using population data from the Department of Health, enrollee data from the Bureau of TennCare, and demographic information from the US Census Bureau, please complete the table below and include data for each zip code in your proposed service area.

	38115	38117	38118	38119	38125	38138	38139	38141	Shelby County
Current Year (CY), Age 65+	3,047	4,705	2,917	3,985	3,320	5,123	2,472	1,353	112,753
Projected Year (PY), Age 65+	3,205	4,798	3,112	4,098	3,624	5,275	2,632	1,475	120,783
Age 65+, % Change	4.92%	1.93%	6.28%	2.76%	8.39%	2.88%	6.09%	8.30%	6.65%
Age 65+, % Total (PY)	8.02%	18.29%	7.55%	18.05%	8.78%	22.02%	15.77%	6.52%	12.69%
CY, Total Population	39,735	26,167	41,119	22,551	40,178	23,841	16,481	22,569	927,644
PY, Total Population	39,980	26,233	41,231	22,709	41,270	23,959	16,689	22,623	951,669
Total Pop. % Change	0.61%	0.25%	0.27%	0.70%	2.65%	0.49%	1.25%	0.24%	2.52%
TennCare Enrollees	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	262,855
TennCare Enrollees as a % of Total Population	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	28.3%
Median Age	27.3	42.1	28	38.9	34.4	47.9	42.7	32.3	34.6
Median Household Income	\$ 29,230	\$ 62,580	\$31,979	\$58,276	\$65,465	\$97,649	\$131,948	\$51,228	\$ 46,250
Population % Below Poverty Level	28.20%	12.20%	31.90%	7.50%	8.10%	4.30%	4.30%	14.20%	20.80%

<http://factfinder.census.gov/>

Source: 2009-2013 American Community Survey 5-Year Estimates

Please indicate if there are any medically underserved areas in the 8 zip code service area.

Response:

As stated in response to question 9, there is a need for General/Family Practice physicians in zip codes 38115, 38118, 38125, and 38141.

August 28, 2015**4:06 pm****12. Section C, Need, Item 5.**

Do the ED visits in the table on page 23 include visits by indigent and uninsured individuals?

Response:

The numbers were taken from the 2013 JARs which show the total number of patients treated in the ER, this number does include indigent and uninsured individuals.

Review of the 2013 JAR for the ED volumes of the hospitals shown in the table on page 23 revealed a combined total of 496,110 patients presented compared to 489,745 actual patients treated, a difference of 6,365 patients. Please clarify what factors account for the difference. In your response, please address where the 6,365 patients may have been directed, such as referrals to a physician or clinic for treatment for conditions not needing treatment in a hospital ED.

Response:

As stated above, the applicant used the numbers who were treated in the ER, not the number of patients who presented in the ER as they may have left without being seen or a suggestion of an alternate service location after triage but before being seen by a healthcare professional.

Please provide metrics that identify how many of BMH and Regional One Health ED patients were admitted as inpatients and/or for observation during the most recent 12-month period for which information is available. Please discuss the pros and cons of these patients going to an ED at a hospital versus going to a satellite ED that would require a transfer by ambulance.

Response:

IP Visits	ER Visits	% ER to IP	Facility
16691	60274	27.69%	Baptist Memorial Hospital-Memphis
8526	55963	15.24%	Regional One Health

**Source THA 2013 data

Pros for Satellite ED	CONS for Satellite ED
The source of care is closer to the patient's home.	Patient would have to be relocated by ambulance after stabilization.
If patient requires transfer, they are already admitted as a BMH patient.	
As a BMH patient their EMR is	

August 28, 2015**4:06 pm**

initiated.	
Patient wait time is likely less than the busier main facility.	

HSDA staff is aware that hospital ED utilization by patient origin is available through the Tennessee Hospital Association (THA). Using THA's Market IQ Data, please identify ED patient origin for the applicant's proposed 11 zip code service area with a market share over 3% and show in the table below (or similar version).

38115		Dist. from Sat.							
Facility	ED	2011	%	2012	%	2013	%	2014	%
BMH for Women	5	29	0.14%	24	0.11%	44	0.19%	32	0.22%
BMH-Collierville	10.8	331	1.61%	354	1.59%	326	1.42%	306	2.14%
BMH-Memphis	4.8	2869	13.91%	2891	12.97%	3139	13.65%	2707	18.91%
BMH-Tipton	41.6	4	0.02%	4	0.02%	9	0.04%	4	0.03%
Delta Medical Center	6.6	2251	10.92%	2389	10.72%	2397	10.42%	2074	14.49%
Le Bonheur Children's Hospital	17.1	1610	7.81%	1631	7.32%	1695	7.37%		0.00%
Methodist Fayette Hospital	closed	7	0.03%	4	0.02%	6	0.03%		0.00%
Methodist Germantown Hospital	4.3	4085	19.81%	4654	20.89%	4421	19.22%		0.00%
Methodist North Hospital	15.8	362	1.76%	373	1.67%	370	1.61%		0.00%
Methodist South Hospital	13.8	1330	6.45%	1242	5.57%	1234	5.36%		0.00%
Methodist University Hospital	16.7	685	3.32%	830	3.72%	786	3.42%		0.00%
Regional One Health	17	1004	4.87%	1247	5.60%	1243	5.40%	1212	8.47%
Saint Francis Hospital	2.6	5896	28.59%	6444	28.92%	7163	31.14%	7746	54.10%
Saint Francis Hospital-Bartlett	14.8	158	0.77%	196	0.88%	168	0.73%	236	1.65%
Grand Total		20621		22283		23001		14317	

38117		Dist. from Sat.							
Facility	ED	2011	%	2012	%	2013	%	2014	%
BMH for Women	5	4	0.06%	7	0.10%	5	0.07%	3	0.08%
BMH-Collierville	10.8	112	1.72%	138	1.93%	106	1.49%	72	1.93%
BMH-Memphis	4.8	1809	27.75%	2071	28.93%	2120	29.86%	1400	37.47%
BMH-Tipton	41.6	5	0.08%	8	0.11%	4	0.06%	6	0.16%
Delta Medical Center	6.6	423	6.49%	408	5.70%	346	4.87%	268	7.17%
Le Bonheur Children's Hospital	17.1	482	7.39%	464	6.48%	500	7.04%		0.00%
Methodist Fayette Hospital	closed	7	0.11%	4	0.06%	2	0.03%		0.00%
Methodist Germantown Hospital	4.3	1053	16.15%	1165	16.28%	1185	16.69%		0.00%
Methodist North Hospital	15.8	175	2.68%	179	2.50%	180	2.54%		0.00%

August 28, 2015**4:06 pm**

Methodist South Hospital	13.8	107	1.64%	141	1.97%	118	1.66%		0.00%
Methodist University Hospital	16.7	262	4.02%	310	4.33%	359	5.06%		0.00%
Regional One Health	17	240	3.68%	249	3.48%	261	3.68%	252	6.75%
Saint Francis Hospital	2.6	1692	25.95%	1854	25.90%	1778	25.04%	1596	42.72%
Saint Francis Hospital-Bartlett	14.8	149	2.29%	160	2.24%	136	1.92%	139	3.72%
Grand Total		6520		7158		7100		3736	

38118		Dist. from Sat.							
Facility	ED	2011	%	2012	%	2013	%	2014	%
BMH for Women	5	45	0.10%	52	0.11%	84	0.17%	49	0.17%
BMH-Collierville	10.8	466	1.03%	505	1.02%	461	0.92%	429	1.46%
BMH-Memphis	4.8	5288	11.65%	5393	10.91%	5892	11.76%	5040	17.16%
BMH-Tipton	41.6	10	0.02%	8	0.02%	12	0.02%	6	0.02%
Delta Medical Center	6.6	9609	21.17%	10543	21.32%	10032	20.02%	8570	29.19%
Le Bonheur Children's Hospital	17.1	3834	8.45%	4046	8.18%	4240	8.46%		0.00%
Methodist Fayette Hospital	closed	14	0.03%	9	0.02%	10	0.02%		0.00%
Methodist Germantown Hospital	4.3	5924	13.05%	6805	13.76%	6399	12.77%		0.00%
Methodist North Hospital	15.8	690	1.52%	769	1.56%	788	1.57%		0.00%
Methodist South Hospital	13.8	5194	11.44%	5307	10.73%	5159	10.30%		0.00%
Methodist University Hospital	16.7	2002	4.41%	2294	4.64%	2237	4.46%		0.00%
Regional One Health	17	2664	5.87%	3216	6.50%	3271	6.53%	2976	10.13%
Saint Francis Hospital	2.6	9359	20.62%	10107	20.44%	11174	22.30%	11879	40.45%
Saint Francis Hospital-Bartlett	14.8	296	0.65%	397	0.80%	346	0.69%	415	1.41%
Grand Total		45395		49451		50105		29364	

38119		Dist. from Sat.							
Facility	ED	2011	%	2012	%	2013	%	2014	%
BMH for Women	5	1	0.02%	9	0.14%	4	0.06%	5	0.16%
BMH-Collierville	10.8	162	2.52%	169	2.62%	148	2.15%	138	4.36%
BMH-Memphis	4.8	1182	18.40%	1060	16.45%	1172	17.00%	825	26.05%
BMH-Tipton	41.6	2	0.03%	1	0.02%	4	0.06%	1	0.03%
Delta Medical Center	6.6	195	3.04%	184	2.86%	195	2.83%	154	4.86%
Le Bonheur Children's Hospital	17.1	359	5.59%	332	5.15%	353	5.12%		0.00%
Methodist Fayette Hospital	closed	3	0.05%		0.00%	2	0.03%		0.00%
Methodist Germantown Hospital	4.3	1926	29.99%	2024	31.41%	2193	31.81%		0.00%
Methodist North Hospital	15.8	88	1.37%	81	1.26%	73	1.06%		0.00%
Methodist South Hospital	13.8	209	3.25%	173	2.68%	172	2.50%		0.00%
Methodist University Hospital	16.7	183	2.85%	200	3.10%	223	3.24%		0.00%
Regional One Health	17	145	2.26%	198	3.07%	209	3.03%	202	6.38%
Saint Francis Hospital	2.6	1896	29.52%	1911	29.66%	2036	29.54%	1753	55.35%
Saint Francis Hospital-Bartlett	14.8	72	1.12%	102	1.58%	109	1.58%	89	2.81%
Grand Total		6423		6444		6893		3167	

August 28, 2015**4:06 pm**

38125		Dist. from Sat.							
Facility	ED	2011	%	2012	%	2013	%	2014	%
BMH for Women	5	8	0.07%	14	0.12%	18	0.14%	8	0.18%
BMH-Collierville	10.8	874	7.93%	873	7.18%	814	6.51%	767	16.93%
BMH-Memphis	4.8	1333	12.09%	1460	12.00%	1577	12.61%	1258	27.76%
BMH-Tipton	41.6	4	0.04%	4	0.03%	5	0.04%	2	0.04%
Delta Medical Center	6.6	324	2.94%	339	2.79%	375	3.00%	305	6.73%
Le Bonheur Children's Hospital	17.1	768	6.97%	751	6.17%	864	6.91%		0.00%
Methodist Fayette Hospital	closed	4	0.04%	5	0.04%	1	0.01%		0.00%
Methodist Germantown Hospital	4.3	4708	42.70%	5524	45.42%	5498	43.96%		0.00%
Methodist North Hospital	15.8	142	1.29%	171	1.41%	157	1.26%		0.00%
Methodist South Hospital	13.8	415	3.76%	432	3.55%	477	3.81%		0.00%
Methodist University Hospital	16.7	397	3.60%	364	2.99%	440	3.52%		0.00%
Regional One Health	17	426	3.86%	432	3.55%	492	3.93%	444	9.80%
Saint Francis Hospital	2.6	1478	13.41%	1637	13.46%	1668	13.34%	1608	35.49%
Saint Francis Hospital-Bartlett	14.8	144	1.31%	157	1.29%	121	0.97%	139	3.07%
Grand Total		11025		12163		12507		4531	

38138		Dist. from Sat.							
Facility	ED	2011	%	2012	%	2013	%	2014	%
BMH for Women	5	3	0.06%	6	0.12%	3	0.06%		
BMH-Collierville	10.8	355	7.25%	348	6.83%	324	6.16%	252	21.34%
BMH-Memphis	4.8	799	16.31%	827	16.23%	822	15.62%	491	41.57%
BMH-Tipton	41.6	9	0.18%	1	0.02%	3	0.06%	4	0.34%
Delta Medical Center	6.6	28	0.57%	28	0.55%	30	0.57%	21	1.78%
Le Bonheur Children's Hospital	17.1	144	2.94%	169	3.32%	187	3.55%		0.00%
Methodist Fayette Hospital	closed	2	0.04%	3	0.06%	3	0.06%		0.00%
Methodist Germantown Hospital	4.3	2817	57.51%	3010	59.09%	3160	60.03%		0.00%
Methodist North Hospital	15.8	47	0.96%	55	1.08%	67	1.27%		0.00%
Methodist South Hospital	13.8	14	0.29%	15	0.29%	27	0.51%		0.00%
Methodist University Hospital	16.7	94	1.92%	105	2.06%	114	2.17%		0.00%
Regional One Health	17	78	1.59%	79	1.55%	84	1.60%	69	5.84%
Saint Francis Hospital	2.6	441	9.00%	383	7.52%	392	7.45%	289	24.47%
Saint Francis Hospital-Bartlett	14.8	67	1.37%	65	1.28%	48	0.91%	55	4.66%
Grand Total		4898		5094		5264		1181	

38139		Dist. from Sat.							
Facility	ED	2011	%	2012	%	2013	%	2014	%
BMH for Women	5							3	0.56%
BMH-Collierville	10.8	398	17.35%	363	14.74%	285	12.21%	250	46.38%

SUPPLEMENTAL #1**August 28, 2015****4:06 pm**

BMH-Memphis	4.8	300	13.08%	372	15.10%	297	12.72%	185	34.32%
BMH-Tipton	41.6		0.00%	1	0.04%		0.00%		0.00%
Delta Medical Center	6.6	3	0.13%	6	0.24%	3	0.13%	2	0.37%
Le Bonheur Children's Hospital	17.1	96	4.18%	98	3.98%	99	4.24%		0.00%
Methodist Fayette Hospital	closed	1	0.04%	3	0.12%		0.00%		0.00%
Methodist Germantown Hospital	4.3	1299	56.63%	1392	56.52%	1451	62.17%		0.00%
Methodist North Hospital	15.8	10	0.44%	7	0.28%	8	0.34%		0.00%
Methodist South Hospital	13.8	2	0.09%	6	0.24%	5	0.21%		0.00%
Methodist University Hospital	16.7	40	1.74%	48	1.95%	52	2.23%		0.00%
Regional One Health	17	26	1.13%	30	1.22%	24	1.03%	24	4.45%
Saint Francis Hospital	2.6	97	4.23%	106	4.30%	88	3.77%	63	11.69%
Saint Francis Hospital-Bartlett	14.8	22	0.96%	31	1.26%	22	0.94%	12	2.23%
Grand Total		2294		2463		2334		539	

38141		Dist. from Sat.							
Facility	ED	2011	%	2012	%	2013	%	2014	%
BMH for Women	5	3	0.03%	18	0.19%	16	0.16%	8	0.16%
BMH-Collierville	10.8	236	2.68%	260	2.72%	215	2.14%	242	4.96%
BMH-Memphis	4.8	1217	13.82%	1287	13.45%	1395	13.90%	1138	23.33%
BMH-Tipton	41.6	4	0.05%		0.00%	1	0.01%	5	0.10%
Delta Medical Center	6.6	632	7.18%	686	7.17%	660	6.58%	547	11.21%
Le Bonheur Children's Hospital	17.1	723	8.21%	699	7.31%	799	7.96%		0.00%
Methodist Fayette Hospital	closed	3	0.03%	5	0.05%	4	0.04%		0.00%
Methodist Germantown Hospital	4.3	2648	30.08%	2925	30.57%	2906	28.96%		0.00%
Methodist North Hospital	15.8	144	1.64%	172	1.80%	156	1.55%		0.00%
Methodist South Hospital	13.8	534	6.07%	509	5.32%	537	5.35%		0.00%
Methodist University Hospital	16.7	320	3.63%	338	3.53%	344	3.43%		0.00%
Regional One Health	17	405	4.60%	505	5.28%	474	4.72%	416	8.53%
Saint Francis Hospital	2.6	1839	20.89%	2058	21.51%	2453	24.45%	2420	49.61%
Saint Francis Hospital-Bartlett	14.8	96	1.09%	106	1.11%	73	0.73%	102	2.09%
Grand Total		8804		9568		10033		4878	

August 28, 2015**4:06 pm****13. Section C, Need, Item 6.**

Do BMH and/or Regional One Health Given operate urgent care centers in the greater Memphis area? If so, what is the estimated impact of the proposed satellite ED to these and other urgent care centers? Was that impact considered in developing the utilization projections for the project? Please discuss.

Response:

BMHCC includes 3 minor medical centers in Shelby County. Emergency Department Service is not anticipated to substantially impact these centers as they are designed to accommodate a generally lower level of care.

Although Regional One does not operate urgent care centers, Regional One's Emergency Services work in conjunction with its' Outpatient Clinics to provide post ED follow-up care and engage these patients in helping them assess alternative venues or altogether improve their health status to prevent the need or for future or subsequent ED care. Regional One Health's Outpatient Clinics provides accessible, quality health services in a convenient location and regardless of insurability status. Healthcare professionals - including physicians, registered nurses, pharmacists and technicians - work together to provide compassionate care and exceptional outpatient medical services. Services include general x-ray and laboratory services, medical imaging, ultrasound, cardiac diagnostic testing, outpatient pharmacy and a wide range of specialty and subspecialty clinics. Many of the medical services are provided through a collaborative working relationship with the University of Tennessee Residency Program and the UT Medical Group faculty physicians.

In your response, please identify existing urgent care centers in the applicant's service area by completing the table below.

Urgent Care Centers in Applicant's Proposed Service Area

Urgent Care Center Name	Address	Dist. from Proposed ED	Operating Hours	Medicare, TennCare, & Major Ins accepted?
Baptist Minor Medical Center-Bartlett	7424 U. S. Hwy #64 Suite 111 Bartlett, TN 38133	14.4	7 Days a week 8 a.m. - 7:30 p.m.	Medicare - yes TennCare - Yes Major Ins - yes
Baptist Minor Medical Center-Cordova	670 N. Germantown Pkwy Suite 18 Cordova, TN 38018	11.4	7 Days a week 8 a.m. - 7:30 p.m.	Medicare - yes TennCare - Yes Major Ins - yes
Baptist Minor Medical Center-Memphis	3295 Poplar Avenue #105 Memphis, TN 38111	8.7	7 Days a week 8 a.m. - 7:30 p.m.	Medicare - yes TennCare - Yes Major Ins - yes
Methodist Minor Medical Center - Cordova	8095 Club Pkwy. Cordova, TN 38107	12.6	Mon-Fri, 8am-7pm; Sat-Sun, 8am-6pm	Medicare - yes TennCare - yes Major Ins - yes

August 28, 2015**4:06 pm**

Methodist Minor Medical Center - Hacks Cross	8071 Winchester Rd. Memphis, TN 38125	4.1	Mon-Fri, 8am-7pm; Sat-Sun, 8am-6pm	Medicare - yes TennCare - yes Major Ins - yes
Methodist Minor Medical Center - Midtown	1803 Union Avenue #2 Memphis, TN 38104	12.4	7 days a week, 9am-9pm	Medicare - yes TennCare - yes Major Ins - yes
Urgent Care (Le Bonheur) - Cordova	8045 Club Pkwy Cordova, TN 38016	12.7	Mon-Fri, 3-11pm; Sat-Sun, noon-9pm	Medicare - yes TennCare - yes Major Ins - yes
Urgent Care (Le Bonheur) - Memphis	8071 Winchester Rd. Memphis, TN 38125	4.1	Mon-Fri, 3-11pm; Sat-Sun, noon-9pm	Medicare - yes TennCare - yes Major Ins - yes
MedPost Urgent Care	853 W. Poplar Ave. Collierville, TN 38017	11.4	M-F: 8:00 AM-8:00 PM Sa-Su: 9:00 AM-5:00 PM	Medicare - yes TennCare - yes only Amerigroup Major Ins - yes
MedPost Urgent Care	1520 Bonnie Lane Cordova, TN 38016	9.2	M-F: 8:00 AM-8:00 PM Sa-Su: 9:00 AM-5:00 PM	Medicare - yes TennCare - yes only Amerigroup Major Ins - yes
MedPost Urgent Care	1941 S. Germantown Road Suite 103 Germantown, TN 38138	4	M-F: 8:00 AM-8:00 PM Sa-Su: 9:00 AM-5:00 PM	Medicare - yes TennCare - yes only Amerigroup Major Ins - yes

Please complete the following table for the historical and projected ED volumes of BMH from 2013-2017 by level of care consistent with CPT codes 99281 (lowest acuity), 99282, 99283, 99284 and 99285 (highest acuity patient).

BMH Historical and Projected Utilization by Level of Care

Level of Care	Main ED	Main ED	Main ED	Main ED	Satellite ED Kirby	Satellite ED Lakeland	Combined Year 1 Main and Both Satellites
	2013	2014	2015	Year 1	Year 1	Year 1	Year 1
Level I	1,197	2,663	2,089	1,863	210	189	2,262
Level II	6,649	7,449	7,708	6,876	650	596	8,122
Level III	16,998	19,822	20,120	17,946	1,844	1,584	21,374
Level IV	16,277	17,994	18,743	16,718	1,694	1,492	19,904
Level V	15,519	12,388	15,340	13,683	930	915	15,528
Total	56,640	60,316	64,000	57,086	5,328	4,776	67,190

August 28, 2015**4:06 pm**

Please complete the following chart for projected ED utilization by zip code in in Year 1 of the proposed Satellite ED project for zip codes with patient origin over 0.15%.

Projected Utilization by Zip Codes in Applicant's Proposed Service Area, Year 1

Patient Zip Code	Name	Population 2017	Main ED Visits Year 1	Proposed Satellite ED Visits Year 1	Total ED Visits	Current % by zip	Cumulative %
38115	Memphis	39,980	2,723	1,390	4,113	26.1%	26.1%
38117	Memphis	26,233	1,403	716	2,119	13.4%	39.5%
38118	Memphis	41,231	2,371	1,210	3,581	22.71%	62.21%
38119	Memphis	22,709	831	424	1,255	7.96%	70.17%
38125	Memphis	41,270	1,292	659	1,951	12.37%	82.54%
38138	Germantown	23,959	494	252	746	4.73%	87.27%
38139	Germantown	16,689	187	95	282	1.79%	89.06%
38141	Memphis	22,623	1,140	582	1,722	10%	100%
Total			10,441	5,328	15,769		

August 28, 2015**4:06 pm****14. Section C. Economic Feasibility Item 1 (Project Cost Chart) and Item 3**

The Project Costs Chart of the proposed satellite ED project is noted. Please address the following:

- Facility Cost (Line B.1) - Please show the methodology used to determine the cost of the land and building in the chart comparison of same to the estimated fair market value in accordance with Agency Rules.
- Equipment - it appears the equipment in the \$2,824,257 amount shown in Line B for items not included in the agreement with the developer will be leased by BMH. If not correct, please include the amount in Line A.7 and/or Line A.8 of the chart.
- Please provide the amounts for each equipment item over \$50,000 noted on page 25 of the application.

If the total project cost is found to be in error, please revise the chart and submit a replacement page labeled as page 26-R. Please also submit a check for the additional amount required for the revised filing fee, as necessary.

Response:Facility Cost

The fair market value of the project was determined through consultation with an architect as documented in the letter from A2H. The project cost comparison of the fair market value of completing the project without a developer to the lease arrangement including a developer is shown on the following page. The fair market amount of \$12,330,260 is less than the cost involving a lease arrangement with a developer at a cost of \$18,457,700. The lease arrangement was used to calculate the cost of the project.

Equipment

It is correct that the equipment will be leased by Baptist through the developer with the involvement of the LLC.

Equipment Amounts

The amounts for the equipment are shown in the following list:

Equipment over \$50,000	
<u>Name</u>	<u>Est. Cost</u>
Omnicell	\$71,192
Bed Alarm System	\$99,456
X-Ray	\$250,000
Ultrasound	\$50,000
Computerized Tomography	\$500,000
Security Surveillance	\$124,320

August 28, 2015**4:06 pm****PROJECT COSTS CHART Memphis- Quince Rd**

	Lease Developer	Market Value Construction
A. Construction and equipment acquired by purchase:		
1. Architectural and Engineering Fees	\$ -	\$ 563,910
2. Legal, Administrative (Excluding CON Filing Fee), Consultant Fees	\$ 25,000	\$ 25,000
3. Acquisition of Site	\$ -	\$ 929,720
4. Preparation of Site		\$ 623,275
5. Construction Costs	\$ -	\$ 6,731,370
6. Contingency Fund		\$ -
7. Fixed Equipment (not included in Construction Contract)		\$ 2,824,257
8. Moveable Equipment (List all equipment over \$50,000)	\$ -	\$ -
9. Other (Specify) _____		\$ 605,047
B. Acquisition by gift, donation, or lease:		
1. Facility (inclusive of building and land)	\$ 14,961,959	
2. Building only		\$ -
3. Land only		\$ -
4. Equipment (Specify) not included in construction contract)	\$ 2,824,257	\$ -
5. Other (Specify) _____ I / T _____	\$ 605,047	\$ -
C. Financing Costs and Fees:		
1. Interim Financing	\$ -	\$ -
2. Underwriting Costs	\$ -	\$ -
3. Reserve for One Year's Debt Service	\$ -	\$ -
4. Other (Specify) _____	\$ -	\$ -
D. Estimated Project Cost (A + B + C)	\$ 18,416,263	\$ 12,302,579
E. CON Filing Fee	\$ 41,437	\$ 27,681
F. Total Estimated Project Cost (D + E)		
TOTAL	\$ 18,457,700	\$ 12,330,260

August 28, 2015**4:06 pm****15. Section C, Need, Economic Feasibility, Item 2**

The funding from cash reserves with documentation in the form of letters from the CFOs of BMH and Regional One Health (ROH) is noted. Since the project is described as a collaborative arrangement between the parties to develop, operationalize and market the facility, what responsibilities will the Kirby Road and Quince Road JOA No.1, LLC have to provide funding support for the project?

If possible, please include a copy of the most recent Balance Sheet for ROH to confirm its ability to support the project in the amount identified in the 8/14/15 CFO letter.

Response:

Kirby Road and Quince Road JOA No.1, LLC will handle funds that are contributed by the parties for operations of the project. The most recent financial information from Shelby County Health Care Corporation is provided on the following pages.



SHELBY COUNTY HEALTH CARE CORPORATION
(A Component Unit of Shelby County, Tennessee)

Basic Financial Statements and Schedules

June 30, 2014 and 2013

(With Independent Auditors' Report Thereon)

SHELBY COUNTY HEALTH CARE CORPORATION
(A Component Unit of Shelby County, Tennessee)

Table of Contents

	Page(s)
Independent Auditors' Report	1 – 2
Basic Financial Statements:	
Statements of Net Position – June 30, 2014 and 2013	3
Statements of Revenues, Expenses, and Changes in Net Position – Years ended June 30, 2014 and 2013	4
Statements of Cash Flows – Years ended June 30, 2014 and 2013	5 – 6
Notes to Basic Financial Statements	7 – 32
Schedule 1 – Combining Schedule – Statement of Net Position – June 30, 2014	33
Schedule 2 – Combining Schedule – Statement of Revenues, Expenses, and Changes in Net Position – Year ended June 30, 2014	34
Schedule 3 – Combining Schedule – Statement of Cash Flows – Year ended June 30, 2014	35
Schedule 4 – Roster of Management Officials and Board Members (Unaudited)	36

August 28, 2015**4:06 pm**

KPMG LLP
Suite 900
50 North Front Street
Memphis, TN 38103-1194

Independent Auditors' Report

The Board of Directors
Shelby County Health Care Corporation:

Report on the Financial Statements

We have audited the accompanying statements of net position and statements of revenues, expenses, and changes in net position and cash flows of Shelby County Health Care Corporation, a component unit of Shelby County, Tennessee (d/b/a Regional One Health) as of and for the years ended June 30, 2014 and 2013, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with U.S. generally accepted accounting principles; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective net position of Shelby County Health Care Corporation as of June 30, 2014 and 2013, and the respective changes in net position and cash flows for the years then ended, in accordance with U.S. generally accepted accounting principles.

KPMG LLP is a Delaware limited liability partnership,
the U.S. member firm of KPMG International Cooperative
("KPMG International"), a Swiss entity.

August 28, 2015**4:06 pm*****Other Matters***

Our audit was conducted for the purpose of forming an opinion on the financial statements that collectively comprise Shelby County Health Care Corporation's basic financial statements. The supplementary information included in schedule 1, 2, 3 and 4 is presented for the purpose of additional analysis and is not a required part of the basic financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the basic financial statements. The information, except for the portion marked "unaudited," on which we express no opinion, has been subjected to the auditing procedures applied in the audit of the basic financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the basic financial statements or to the basic financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the basic financial statements as a whole.

Management has omitted management's discussion and analysis that accounting principles generally accepted in the United States of America require to be presented to supplement the basic financial statements. Such missing information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. Our opinion on the basic financial statements is not affected by this missing information.

Other Reporting Required by Government Auditing Standards

In accordance with *Government Auditing Standards*, we have also issued our report dated November 4, 2014 on our consideration of Shelby County Health Care Corporation's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts and grant agreements, and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering Shelby County Health Care Corporation's internal control over financial reporting and compliance.

KPMG LLP

Memphis, Tennessee
November 4, 2014

August 28, 2015**4:06 pm****SHELBY COUNTY HEALTH CARE CORPORATION**

(A Component Unit of Shelby County, Tennessee)

Statements of Net Position

June 30, 2014 and 2013

Assets	2014	2013
Assets:		
Cash and cash equivalents	\$ 10,023,233	15,471,067
Investments	123,798,464	121,197,478
Patient accounts receivable, net of allowances for uncollectible accounts of \$107,042,000 in 2014 and \$102,548,000 in 2013	47,902,547	45,906,287
Other receivables	12,775,401	9,870,264
Other current assets	6,249,402	4,974,546
Restricted cash	542,310	—
Restricted investments	3,585,842	3,720,087
Investment in joint ventures	992,607	—
Notes receivable	19,221,600	—
Capital assets, net	102,349,163	87,769,941
Total assets	\$ 327,440,569	288,909,670
Liabilities and Net Position		
Liabilities:		
Accounts payable	\$ 8,023,749	12,042,438
Accrued expenses and other current liabilities	40,046,502	27,518,945
Accrued professional and general liability costs	4,852,000	5,200,000
Net postemployment benefit obligation	750,000	912,000
Notes payable	26,550,000	—
Total liabilities	80,222,251	45,673,383
Net position:		
Net investment in capital assets, net of related debt	75,799,163	87,769,941
Restricted for:		
Capital assets	2,670,763	2,897,689
Indigent care	915,079	822,398
Notes payable	542,310	—
Unrestricted	167,291,003	151,746,259
Total net position	247,218,318	243,236,287
Commitments and contingencies		
Total liabilities and net position	\$ 327,440,569	288,909,670

See accompanying notes to basic financial statements.

August 28, 2015**4:06 pm****SHELBY COUNTY HEALTH CARE CORPORATION**

(A Component Unit of Shelby County, Tennessee)

Statements of Revenues, Expenses, and Changes in Net Position

Years ended June 30, 2014 and 2013

	<u>2014</u>	<u>2013</u>
Operating revenues:		
Net patient service revenue (including additional incremental reimbursement from various state agencies for participation in TennCare/Medicaid programs of approximately \$63,819,000 in 2014 and \$72,928,000 in 2013)	\$ 303,180,150	303,785,730
Other revenue	22,947,938	17,299,369
Total operating revenues	<u>326,128,088</u>	<u>321,085,099</u>
Operating expenses:		
Salaries and benefits	160,916,628	150,862,502
Supplies and services	76,026,589	70,047,247
Physician and professional fees	27,624,135	27,904,579
Purchased medical services	26,093,695	23,827,404
Plant operations	13,366,419	12,348,849
Insurance	2,333,416	2,011,533
Administrative and general	34,351,853	31,961,705
Community services	1,020,346	632,390
Depreciation and amortization	16,330,726	13,000,644
Total operating expenses	<u>358,063,807</u>	<u>332,596,853</u>
Operating loss	<u>(31,935,719)</u>	<u>(11,511,754)</u>
Nonoperating revenues (expenses):		
Interest expense	(212,400)	—
Investment income	5,118,741	347,504
Appropriations from Shelby County	26,816,001	26,816,001
Other	4,195,408	306,665
Total nonoperating revenues, net	<u>35,917,750</u>	<u>27,470,170</u>
Increase in net position	3,982,031	15,958,416
Net position, beginning of year	<u>243,236,287</u>	<u>227,277,871</u>
Net position, end of year	<u>\$ 247,218,318</u>	<u>243,236,287</u>

See accompanying notes to basic financial statements.

August 28, 2015**4:06 pm****SHELBY COUNTY HEALTH CARE CORPORATION**

(A Component Unit of Shelby County, Tennessee)

Statements of Cash Flows

Years ended June 30, 2014 and 2013

	<u>2014</u>	<u>2013</u>
Cash flows from operating activities:		
Receipts from and on behalf of patients and third-party payers	\$ 301,167,031	307,747,888
Other cash receipts	21,427,170	16,361,590
Payments to suppliers	(179,332,705)	(166,237,587)
Payments to employees and related benefits	(156,180,748)	(152,211,460)
Net cash (used in) provided by operating activities	<u>(12,919,252)</u>	<u>5,660,431</u>
Cash flows from noncapital financing activity:		
Appropriations received from Shelby County	<u>26,816,001</u>	<u>26,816,001</u>
Net cash provided by noncapital financing activity	<u>26,816,001</u>	<u>26,816,001</u>
Cash flows from capital and related financing activities:		
Capital expenditures	(30,909,949)	(37,669,963)
Proceeds from new market tax credit	26,550,000	—
Proceeds from pledges	3,195,408	—
Proceeds from sale of capital assets	—	40,600
Interest payments	<u>(75,525)</u>	<u>—</u>
Net cash used in capital and related financing activities	<u>(1,240,066)</u>	<u>(37,629,363)</u>
Cash flows from investing activities:		
Proceeds from issuance of notes receivable	(19,221,600)	—
Purchases of investments	(179,509,769)	(236,280,471)
Proceeds from sale of investments	176,002,728	240,307,747
Investment in joint ventures	(992,607)	—
Distributions received from joint venture	—	277,065
Investment income proceeds	<u>6,159,041</u>	<u>(2,327,993)</u>
Net cash (used in) provided by investing activities	<u>(17,562,207)</u>	<u>1,976,348</u>
Net decrease in cash and cash equivalents	<u>(4,905,524)</u>	<u>(3,176,583)</u>
Cash and cash equivalents, beginning of year	<u>15,471,067</u>	<u>18,647,650</u>
Cash and cash equivalents, end of year	<u>\$ 10,565,543</u>	<u>15,471,067</u>

August 28, 2015**4:06 pm**

SHELBY COUNTY HEALTH CARE CORPORATION
(A Component Unit of Shelby County, Tennessee)

Statements of Cash Flows

Years ended June 30, 2014 and 2013

	<u>2014</u>	<u>2013</u>
Reconciliation of operating loss to net cash (used in) provided by operating activities:		
Operating loss	\$ (31,935,719)	(11,511,754)
Adjustment to reconcile operating loss to net cash (used in) provided by operating activities:		
Depreciation and amortization	16,330,727	13,000,644
Changes in operating assets and liabilities:		
Patients accounts receivable, net	(1,996,260)	4,240,851
Other receivables	(1,419,329)	(1,326,520)
Other current assets	(1,274,856)	(667,802)
Accounts payable	(4,504,497)	2,383,912
Accrued expenses and other current liabilities	12,390,682	359,100
Accrued professional and general liability costs	(348,000)	(818,000)
Net postemployment benefit obligation	(162,000)	—
Net cash (used in) provided by operating activities	\$ <u>(12,919,252)</u>	<u>5,660,431</u>
Reconciliation of cash and cash equivalents to the statements of net position:		
Cash and cash equivalents in current assets	\$ 10,023,233	15,471,067
Cash and cash equivalents held for payment of outstanding debt fees	542,310	—
Total cash and cash equivalents	\$ <u>10,565,543</u>	<u>15,471,067</u>
Supplemental schedule of noncash investing and financing activities:		
Net increase (decrease) in the fair value of investments	\$ 1,088,490	(2,674,511)
Equity in loss of joint ventures	94,662	—
Gain on capital asset disposals	—	29,600

See accompanying notes to basic financial statements.

SHELBY COUNTY HEALTH CARE CORPORATION

(A Component Unit of Shelby County, Tennessee)

Notes to Basic Financial Statements

June 30, 2014 and 2013

(1) Organization and Summary of Significant Accounting Policies

Shelby County Health Care Corporation (d/b/a Regional One Health) was incorporated on June 15, 1981, with the approval of the Board of County Commissioners of Shelby County, Tennessee (the County). Regional One Health is a broad continuum healthcare provider that operates facilities owned by the County under a long-term lease. The lease arrangement effectively provided for the transfer of title associated with operating fixed assets and the long-term lease (for a nominal amount) of related real property. The lease expires in 2063.

On February 24, 2014, Regional One Health changed their d/b/a (assumed name) from The Regional Medical Center at Memphis to Regional One Health. Additionally, The Regional Medical Center at Memphis Foundation adopted a d/b/a of Regional One Health Foundation.

Regional One Health is a component unit of the County as defined by Governmental Accounting Standards Board (GASB) Statement No. 61, *The Financial Reporting Entity: Omnibus – an amendment of GASB Statement No. 14 and No. 34*. Regional One Health's component unit relationship to the County is principally due to financial accountability and financial benefit or burden as defined in GASB Statement No. 61. Regional One Health is operated by a 13-member board of directors, all of whom are appointed by the Mayor of the County and approved by the County Commission.

Regional One Health Foundation is a component unit of Regional One Health principally due to Regional One Health's financial accountability and financial benefit or burden for Regional One Health Foundation as defined in GASB Statement No. 61. Regional One Health Foundation is operated by a board of directors, all of whom are appointed by Regional One Health's board. Regional One Health Foundation is a blended component unit of Regional One Health because it provides services entirely to Regional One Health. Regional One Health Foundation issues separate audited financial statements, which can be obtained by writing to Regional Medical Center Foundation, 877 Jefferson Avenue, Memphis, Tennessee 38103 or by calling 901-545-7482.

GASB Statement No. 34, *Basic Financial Statements – and Management's Discussion and Analysis – for State and Local Governments*, requires a management's discussion and analysis (MD&A) section providing an analysis of Regional One Health's overall financial position and results of operations; however, Regional One Health has chosen to omit the MD&A from these accompanying financial statements.

The significant accounting policies used by Regional One Health in preparing and presenting its financial statements follow:

(a) Presentation

The financial statements include the accounts of Regional One Health and its wholly owned subsidiaries. Such subsidiaries include Regional One Properties, Inc., Regional Med Extended Care Hospital, LLC, and Shelby County Health Care Properties, Inc. All material intercompany accounts and transactions have been eliminated.

SHELBY COUNTY HEALTH CARE CORPORATION
(A Component Unit of Shelby County, Tennessee)

Notes to Basic Financial Statements

June 30, 2014 and 2013

(b) Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires that management make estimates and assumptions affecting the reported amounts of assets, liabilities, revenues, and expenses, as well as disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Significant items subject to estimates and assumptions include the determination of the allowances for contractual adjustments and uncollectible accounts, reserves for professional and general liability claims, reserves for employee healthcare claims, net postretirement benefit cost and obligation, and estimated third-party payor settlements.

In addition, laws and regulations governing Medicare, TennCare, and Medicaid programs are extremely complex and subject to interpretation. As a result, there is at least a reasonable possibility that recorded estimates related to these programs will change by a material amount in the near term.

(c) Enterprise Fund Accounting

Regional One Health's financial statements are prepared using the economic resources measurement focus and accrual basis of accounting.

(d) Cash Equivalents

Regional One Health considers investments in highly liquid debt instruments purchased with an original maturity of three months or less to be cash equivalents.

(e) Investments and Investment Income

Investments are carried at fair value, principally based on quoted market prices. Investment income (including realized and unrealized gains and losses) from investments is reported as nonoperating revenue.

(f) Inventories

Inventories, consisting principally of medical supplies and pharmaceuticals, are stated at the lower of cost (first-in, first-out method) or replacement market.

(g) Investments in Joint Ventures

Investments in joint ventures consist of Regional One Health's equity interests in joint ventures as measured by its ownership interest if Regional One Health has an ongoing financial interest in or ongoing financial responsibility for the joint venture. The investments are initially recorded at cost and are subsequently adjusted for additional contributions, distributions, undistributed earnings and losses, and impairment losses.

(h) Capital Assets

Capital assets are recorded at cost, if purchased, or at fair value at the date of donation. Depreciation is provided over the useful life of each class of depreciable asset using the straight-line method.

SHELBY COUNTY HEALTH CARE CORPORATION

(A Component Unit of Shelby County, Tennessee)

Notes to Basic Financial Statements

June 30, 2014 and 2013

Maintenance and repairs are charged to operations. Major renewals and betterments are capitalized. When assets are retired or otherwise disposed of, the cost and related accumulated depreciation are removed from the accounts and the gain or loss, if any, is included in nonoperating revenues (expenses) in the accompanying statements of revenues, expenses, and changes in net position.

Regional One Health capitalizes interest cost on qualified construction expenditures, net of income earned on related trusted assets, as a component of the cost of related projects. No such interest costs were capitalized in 2014 or 2013.

All capital assets other than land are depreciated using the following lives:

Land improvements	5 to 25 years
Buildings and improvements	10 to 40 years
Fixed equipment	5 to 25 years
Movable equipment	3 to 20 years
Software	3 years

(i) Impairment of Capital Assets

Capital assets are reviewed for impairment when service utility has declined significantly. If such assets are no longer used, they are reported at the lower of carrying value or fair value. If such assets will continue to be used, the impairment loss is measured using the method that best reflects the diminished service utility of the capital asset. No charge related to impairment matters was required during 2014 or 2013.

(j) Compensated Absences

Regional One Health's employees accumulate vacation, holiday, and sick leave at varying rates depending upon years of continuous service and payroll classification, subject to maximum limitations. Upon termination of employment, employees are paid all unused accrued vacation and holiday time at regular rate of pay up to a designated maximum number of days. Since the employees' vacation and holiday time accumulates and vests, an accrual for this liability is included in accrued expenses and other current liabilities in the accompanying statements of net position. An accrual is recognized for unused sick leave expected to be paid to employees eligible to retire.

(k) Net Position

Net position of Regional One Health is classified into the following components:

- *Net investment in capital assets*, consist of capital assets net of accumulated depreciation.
- *Restricted* include those amounts with limits on their use that are externally imposed (by creditors, grantors, contributors, or the laws and regulations of other governments).
- *Unrestricted* represents remaining amounts that do not meet either of the above definitions.

SHELBY COUNTY HEALTH CARE CORPORATION
(A Component Unit of Shelby County, Tennessee)

Notes to Basic Financial Statements

June 30, 2014 and 2013

When Regional One Health has both restricted and unrestricted resources available to finance a particular program, it is Regional One Health's policy to use restricted resources before unrestricted resources.

Regional One Health Foundation historically and to-date does not maintain donor-restricted endowment funds, or any Board-designated endowments. Regional One Health Foundation's Board has interpreted Tennessee's State Prudent Management of Institutional Funds Act as requiring the preservation of the fair value of the original gift as of the gift date of the donor-restricted endowment funds, absent explicit donor stipulations to the contrary. In all material respects, income from Regional One Health Foundation's donor-restricted endowment funds is itself restricted to specific donor-directed purposes, and is, therefore, accounted for within restricted amounts until expended in accordance with the donor's wishes. Regional One Health Foundation oversees individual donor-restricted endowment funds to ensure that the fair value of the original gift is preserved.

(l) Statement of Revenues, Expenses, and Changes in Net Position

For purposes of presentation, transactions deemed by management to be ongoing, major, or central to the provision of healthcare services, other than financing costs, are reported as operating revenues and operating expenses. Other transactions, such as investment income, interest expense, appropriations from Shelby County, gain (loss) on disposal of capital assets, and equity in earnings and impairment losses of joint ventures, are reported as nonoperating revenues and expenses.

(m) Net Patient Service Revenue

Net patient service revenue is reported at estimated net realizable amounts from patients, third-party payors, and others for services rendered, including estimated retroactive revenue adjustments due to future audits, reviews, and investigations. Retroactive adjustments are considered in the recognition of revenue on an estimated basis in the period the related services are rendered and such amounts are adjusted in future periods as adjustments become known or as years are no longer subject to such audits, reviews, and investigations. Changes in estimates related to prior cost reporting periods resulted in an increase in net patient service revenue of approximately \$1,193,000 and \$1,552,000 in 2014 and 2013, respectively.

(n) Charity Care

Regional One Health provides care to patients who meet certain criteria under its charity care policy without charge or at amounts less than its established rates. Because Regional One Health does not pursue collection of amounts determined to qualify as charity care, they are not reported as revenue.

When defining charity care, Regional One Health employs the Federal Poverty Guideline (FPG) to determine the level of discount uninsured patients receive. The level by which assistance is determined is through the scale set by the Department of Health and Human Services, which includes factors such as residents per household and income. Regional One Health's methodology includes all patients that fall at or below the 150% FPG baseline. Regional One Health does not have a cap to which patients will not qualify for a discount. Additionally, Regional One Health's charity care guidelines provide

SHELBY COUNTY HEALTH CARE CORPORATION

(A Component Unit of Shelby County, Tennessee)

Notes to Basic Financial Statements

June 30, 2014 and 2013

for an expansive definition of charity care patients, including an upfront discount from standard charges for uninsured patients.

(o) Income Taxes

Regional One Health is a not-for-profit corporation organized by the approval of the Board of County Commissioners of the County and qualifies as a tax-exempt entity under Internal Revenue Code (IRC) Section 501(a) as organizations described in IRC Section 501(c)(3), and therefore, related income is generally not subject to federal or state income taxes, except for tax on income from activities unrelated to its exempt purpose as described in IRC Section 512(a). Thus, no provision for income taxes has been recorded in the accompanying financial statements.

(p) Appropriations

The County has historically appropriated funds annually to Regional One Health to partially offset the cost of medical care for indigent residents of the County. Appropriations for indigent residents from the County were approximately \$26.8 million for both the years ended June 30, 2014 and 2013. Appropriations from the County are reported as nonoperating revenue in the accompanying statements of revenues, expenses, and changes in net position.

(q) Recent Pronouncements

During the year ended June 30, 2014, Regional One Health adopted GASB Statement No. 65, *Items Previously Reported as Assets and Liabilities* (Statement No. 65), which was published in March 2012. This new pronouncement establishes accounting and financial reporting standards that reclassify, as deferred outflows of resources or deferred inflows of resources, certain items that were previously reported as assets and liabilities and recognizes, as outflows or inflows of resources, certain items that were previously reported as assets and liabilities. The adoption of Statement No. 65 did not have a material impact on Regional One Health's financial statements.

(r) Subsequent Events

Regional One Health has evaluated subsequent events through November 4, 2014, the date at which the financial statements were issued, and determined that there are no subsequent events to be recognized in the financial statements and related notes, other than the matter described in note 14.

(2) Deposits and Investments

The composition of cash and cash equivalents follows:

	<u>2014</u>	<u>2013</u>
Cash	\$ 10,003,743	15,449,393
Money market funds	19,490	21,674
	<u>\$ 10,023,233</u>	<u>15,471,067</u>

August 28, 2015**4:06 pm****SHELBY COUNTY HEALTH CARE CORPORATION**

(A Component Unit of Shelby County, Tennessee)

Notes to Basic Financial Statements

June 30, 2014 and 2013

Regional One Health's and Regional One Health Foundation's bank balances that are considered to be exposed to custodial credit risk are \$9,686,816 and \$15,088,140 at June 30, 2014 and 2013, respectively. Federal deposit insurance is \$250,000 on all noninterest bearing accounts as of June 30, 2014 and 2013.

Investments and restricted investments include amounts held by both Regional One Health and Regional One Health Foundation.

The composition of investments and restricted investments follows:

	2014	2013
U.S. agencies	\$ 65,808,105	64,876,372
Certificates of deposit	898,145	1,132,337
Corporate bonds	42,424,868	33,593,663
Demand deposit accounts and money market funds	5,267,851	6,192,098
U.S. government funds	448,152	696,264
Common stock	7,754,314	3,510,579
Bond funds and Bond exchange-traded fund	4,146,023	14,327,594
Accrued interest	636,848	588,658
	<u>\$ 127,384,306</u>	<u>124,917,565</u>

At June 30, 2014, Regional One Health and Regional One Health Foundation had investments in debt securities with the following maturities:

	Fair value	Investment and restricted investment maturities (in years)			
		Less than 6 months	6 months to 1 year	1 - 5 years	5+ years
U.S. agencies	\$ 65,808,105	—	—	23,484,145	42,323,960
Corporate bonds	42,424,868	1,510,330	1,950,695	35,320,680	3,643,163
	<u>\$ 108,232,973</u>	<u>1,510,330</u>	<u>1,950,695</u>	<u>58,804,825</u>	<u>45,967,123</u>

At June 30, 2013, Regional One Health and Regional One Health Foundation had investments in debt securities with the following maturities:

	Fair value	Investment and restricted investment maturities (in years)			
		Less than 6 months	6 months to 1 year	1 - 5 years	5+ years
U.S. agencies	\$ 64,876,372	—	—	6,957,190	57,919,182
Corporate bonds	33,593,663	1,440,126	616,649	26,579,958	4,956,930
	<u>\$ 98,470,035</u>	<u>1,440,126</u>	<u>616,649</u>	<u>33,537,148</u>	<u>62,876,112</u>

SHELBY COUNTY HEALTH CARE CORPORATION

(A Component Unit of Shelby County, Tennessee)

Notes to Basic Financial Statements

June 30, 2014 and 2013

There were no investments that represented 5% or more of total investments for both Regional One Health Foundation and Regional One Health as of June 30, 2014. At June 30, 2013, Regional One Health Foundation had one investment totaling \$696,263 in the SEI Daily Income Trust Government Fund that represented 5% or more of total investments for Regional One Health Foundation. Regional One Health as of June 30, 2013 had one investment totaling \$13,351,894 in iShares Barclays Intermediate Term Corporate Credit Fund that represented more than 5% of total investments.

Regional One Health and Regional One Health Foundation have separate investment policies that are included below. The summary of investments throughout the financial statements include the combined investment totals of Regional One Health and Regional One Health Foundation.

At June 30, 2014, Regional One Health's and Regional One Health Foundation's corporate bonds, collectively, had the following credit ratings per Standard and Poor's:

<u>Fair value</u>	<u>Credit rating</u>
\$ 2,513,637	BBB-
4,760,073	BBB
3,505,818	BBB+
12,748,006	A-
12,685,509	A
3,111,023	A+
915,948	AA-
997,873	AA
1,186,981	AA+
<u>\$ 42,424,868</u>	

At June 30, 2013, Regional One Health's and Regional One Health Foundation's corporate bonds, collectively, had the following credit ratings per Standard and Poor's:

<u>Fair value</u>	<u>Credit rating</u>
\$ 302,061	BBB-
2,408,467	BBB
2,820,895	BBB+
14,018,451	A-
9,493,989	A
2,940,469	A+
541,102	AA-
1,068,229	AA+
<u>\$ 33,593,663</u>	

Regional One Health's and Regional One Health Foundation's investments in discount notes at June 30, 2014 and 2013 were not rated.

SHELBY COUNTY HEALTH CARE CORPORATION
(A Component Unit of Shelby County, Tennessee)

Notes to Basic Financial Statements

June 30, 2014 and 2013

As of June 30, 2014, Regional One Health's investment strategy, per its investment policy, is to provide liquidity to fund ongoing operating needs and to act as a repository for both the accumulation of cash reserves needed to cushion economic down cycles and to provide cash earmarked for strategic needs.

The portfolio objectives of Regional One Health, listed in order of importance, are as follows:

1. Preserve principal
2. Maintain sufficient liquidity to meet future cash needs
3. Maintain a diversified portfolio to minimize risk
4. Maximize return subject to the above criteria

The duration of the bond investment portfolio should not exceed six years.

The authorized investments are as follows:

1. *Commercial Paper* – Any commercial paper issued by a domestic corporation with a maturity of 270 or less days that carries at least the second highest rating by a recognized investor service, preferably Standard and Poor's and Moody's Investors Service. Commercial paper shall not represent more than 50% of the portfolio.
2. *U.S. Treasury Securities* – U.S. Treasury notes, bills, and bonds. There is no upper limit restriction as to the maximum dollar amount or percentage of the portfolio that may be invested in U.S. Treasury securities.
3. *Bank Obligations* – Any certificate of deposit, time deposit, Eurodollar CD issued by a foreign branch of a U.S. bank, bankers' acceptance, bank note, or letter of credit issued by a (U.S.) bank possessing at least the second highest rating by a recognized investor services, preferably Standard and Poor's and Moody's Investors Service. Bank obligations (excluding repurchase agreements, commercial paper, and investments held by money market and mutual funds) may not represent more than 30% of the portfolio. In addition, brokered CDs may be purchased from institutions, irrespective of the institutions' debt ratings, so long as the obligations are fully backed by the FDIC.
4. *Repurchase Agreements* – Any Repurchase Agreement purchased from one of the top 25 U.S. banks or one of the primary dealers regulated by the Federal Reserve that is at least 102% collateralized by U.S. government obligations. Repurchase Agreements may not represent more than 20% of the portfolio.
5. *Money Market Funds* – Any open-end money market fund regulated by the U.S. government under Investment Company Act Rule 2a-7. Any investment fund regulated by a Registered Investment Advisor under Rule 3c-7. Such fund investment guidelines must state that "the fund will seek to maintain a \$1 per share net asset value." Regional One Health's investment in any one fund may not exceed 30% of the assets of the fund into which it is invested.

August 28, 2015**4:06 pm****SHELBY COUNTY HEALTH CARE CORPORATION**

(A Component Unit of Shelby County, Tennessee)

Notes to Basic Financial Statements

June 30, 2014 and 2013

6. *United States Government Obligations* – Any obligation issued or backed (federal agencies) by the U.S. government. No more than 25% may be invested in obligations of any one federal agency.
7. *Corporate Bonds* – Obligations of United States and foreign corporations (including trusts and municipalities of the United States) that carry at least the third highest rating by a recognized rating service, preferably Standard & Poor's or Moody's Investors Service. Corporate bonds, held directly and initially qualifying in one of the above categories, which have been downgraded below the third highest rating, may be sold at the discretion of management. Corporate bonds may not represent more than 40% of the portfolio, foreign corporate bonds may not represent more than 20% of the portfolio, and corporate bonds in the fourth highest rating category may not represent more than 20% of the portfolio.
8. *Bond Mutual Funds* – Any publicly available investment registered under the Investment Company Act of 1940 as an open-end mutual fund that is managing a portfolio of debt obligations. Each mutual fund should have a minimum of \$2 billion invested and hold at least 100 different debt obligations. Bond mutual funds can only hold the Authorized Investments meeting all the criteria described above. Additionally, bond mutual funds can hold corporate bonds in the fifth and sixth highest ratings category as long as such holdings do not exceed 10% of the portfolio. Corporate bonds, held via bond mutual funds and initially qualifying in one of the above categories, which have been downgraded below the sixth highest rating, may not exceed 2% of the portfolio.
9. *Equity Mutual Funds* – Any publicly available investment registered under the Investment Company Act of 1940 as an open-end mutual fund that is managing a portfolio of equity securities. Each mutual fund should have a minimum of \$2 billion invested and hold at least 100 different equity securities. Such holdings should not represent more than 20% of the portfolio. Equity Mutual Funds can hold equity securities (including common and preferred stocks) of the 1,000 largest corporations in terms of market capitalization and inclusion in the Russell 1000 Index (representing large cap stocks) that are traded on U.S. exchanges reported in the Wall Street Journal.
10. *Debt Buy Back* – Any debt obligation backed directly by Regional Medical Center may be purchased so long as it is purchased at a discount.
11. Notwithstanding the above criteria, direct investments other than mutual funds that meet the following criteria are not permitted: corporations with more than 25% of revenues derived from the manufacture and sale of firearms, ammunition, and ammunition magazines to the general citizenry.

The Finance Committee of the Board of Directors meets periodically to review asset allocation, portfolio performance, and overall adherence to the investment policy guidelines.

As of June 30, 2014 and 2013, Regional One Health Foundation utilized one investment manager. This manager is required to make investments in adherence to Regional One Health Foundation's current investment policy and objectives.

Regional One Health Foundation follows an investment strategy focused on maximizing total return (i.e., aggregate return from capital appreciation and dividend and interest income) while adhering to certain restrictions designed to promote a conservative portfolio.

SHELBY COUNTY HEALTH CARE CORPORATION
(A Component Unit of Shelby County, Tennessee)

Notes to Basic Financial Statements

June 30, 2014 and 2013

Specifically, the primary objective of Regional One Health Foundation investment management strategy is to maintain an investment portfolio designed to generate a high level of current income with above-average stability.

Guidelines for investments and cash equivalents for Regional One Health Foundation follow:

1. Regional One Health Foundation's assets may be invested only in investment grade bonds rated Baa or higher as determined by Moody's Investors Service or by another acceptable rating agency.
2. The overall market-weighted quality rating of the bond portfolio shall be no lower than A.
3. Regional One Health Foundation's assets may be invested only in commercial paper rated P-2 (or equivalent) or better by Moody's Investors Service or by another acceptable rating agency.
4. The market-weighted maturity of the base portfolio shall be no longer than 10 years.
5. Quality of the equity securities will be governed by the federal Employee Retirement and Income Security Act, the Tennessee guidelines for investing trust funds, and the "prudent man rule."
6. Conservative option strategies may be used, with a goal of increasing the stability of the portfolio.

Regional One Health Foundation limits investments in common stock to 40% of its investment portfolio. The remainder of the portfolio is to be invested in fixed income investments.

Investment income is comprised of the following:

	<u>2014</u>	<u>2013</u>
Dividend and interest income	\$ 4,030,251	3,022,015
Net increase (decrease) in the fair value of investments	<u>1,088,490</u>	<u>(2,674,511)</u>
	<u>\$ 5,118,741</u>	<u>347,504</u>

(3) Business and Credit Concentrations

Regional One Health grants credit to patients, substantially all of whom are local area residents. Regional One Health generally does not require collateral or other security in extending credit to patients; however, it routinely obtains assignment of (or is otherwise entitled to receive) patients' benefits payable under their health insurance programs, plans, or policies (e.g., Medicare, Medicaid, Blue Cross, and commercial insurance policies).

SHELBY COUNTY HEALTH CARE CORPORATION

(A Component Unit of Shelby County, Tennessee)

Notes to Basic Financial Statements

June 30, 2014 and 2013

The mix of receivables from patients and third-party payors follows, before application of related valuation allowances:

	<u>2014</u>	<u>2013</u>
Commercial insurance	29%	31%
Patients	42	36
Medicaid/TennCare	14	17
Medicare	15	16
	<u>100%</u>	<u>100%</u>

(4) Other Receivables

The composition of other receivables follows:

	<u>2014</u>	<u>2013</u>
Accounts receivable from University of Tennessee Center for Health Services	\$ 1,499,759	1,618,058
Accounts receivable from the County	85,025	49,536
Accounts receivable from the State of Tennessee	5,294,164	5,277,305
Grants receivable	337,080	291,099
Other	5,559,373	2,634,266
	<u>\$ 12,775,401</u>	<u>9,870,264</u>

(5) Other Current Assets

The composition of other current assets follows:

	<u>2014</u>	<u>2013</u>
Inventories	\$ 3,271,126	3,857,425
Prepaid expenses	2,978,276	1,117,121
	<u>\$ 6,249,402</u>	<u>4,974,546</u>

August 28, 2015

4:06 pm

SHELBY COUNTY HEALTH CARE CORPORATION

(A Component Unit of Shelby County, Tennessee)

Notes to Basic Financial Statements

June 30, 2014 and 2013

(6) Capital Assets

Capital assets and related activity consist of the following:

	Balances at June 30, 2013	Additions	Retirements	Transfers	Balances at June 30, 2014
Capital assets not being depreciated:					
Construction in progress	\$ 9,919,814	21,579,341	—	(29,914,121)	1,585,034
Land	5,835,326	—	—	—	5,835,326
Total book value of capital assets not being depreciated	15,755,140	21,579,341	—	(29,914,121)	7,420,360
Capital assets being depreciated:					
Land improvements	6,864,451	336,240	—	68,783	7,269,474
Buildings	65,236,701	—	—	—	65,236,701
Fixed equipment	115,975,722	563,716	—	22,360,841	138,900,279
Movable equipment	138,377,501	5,287,528	—	7,093,380	150,758,409
Software	29,305,039	3,143,124	—	391,117	32,839,280
Total book value of capital assets being depreciated	355,759,414	9,330,608	—	29,914,121	395,004,143
Less accumulated depreciation for:					
Land improvements	(5,623,999)	(162,326)	—	—	(5,786,325)
Buildings	(56,578,513)	(732,279)	—	—	(57,310,792)
Fixed equipment	(93,225,866)	(4,160,595)	—	—	(97,386,461)
Movable equipment	(111,960,174)	(7,958,275)	—	—	(119,918,449)
Software	(16,356,061)	(3,317,252)	—	—	(19,673,313)
Total accumulated depreciation	(283,744,613)	(16,330,727)	—	—	(300,075,340)
Capital assets being depreciated, net	72,014,801	(7,000,119)	—	29,914,121	94,928,803
Capital assets, net	\$ 87,769,941	14,579,222	—	—	102,349,163

August 28, 2015**4:06 pm**

SHELBY COUNTY HEALTH CARE CORPORATION
(A Component Unit of Shelby County, Tennessee)

Notes to Basic Financial Statements

June 30, 2014 and 2013

	Balances at June 30, 2012	Additions	Retirements	Transfers	Balances at June 30, 2013
Capital assets not being depreciated:					
Construction in progress	\$ 7,641,128	31,289,335	—	(29,010,649)	9,919,814
Land	108,955	—	—	5,726,371	5,835,326
Total book value of capital assets not being depreciated	<u>7,750,083</u>	<u>31,289,335</u>	<u>—</u>	<u>(23,284,278)</u>	<u>15,755,140</u>
Capital assets being depreciated:					
Land improvements	6,812,481	51,970	—	—	6,864,451
Buildings	65,236,701	—	—	—	65,236,701
Fixed equipment	110,348,027	1,441,911	—	4,185,784	115,975,722
Movable equipment	125,991,913	4,468,458	(21,797)	7,938,927	138,377,501
Software	17,730,009	418,289	(2,826)	11,159,567	29,305,039
Total book value of capital assets being depreciated	<u>326,119,131</u>	<u>6,380,628</u>	<u>(24,623)</u>	<u>23,284,278</u>	<u>355,759,414</u>
Less accumulated depreciation for:					
Land improvements	(5,473,625)	(150,374)	—	—	(5,623,999)
Buildings	(55,773,625)	(804,888)	—	—	(56,578,513)
Fixed equipment	(90,073,720)	(3,152,146)	—	—	(93,225,866)
Movable equipment	(105,150,605)	(6,823,192)	13,623	—	(111,960,174)
Software	(14,286,017)	(2,070,044)	—	—	(16,356,061)
Total accumulated depreciation	<u>(270,757,592)</u>	<u>(13,000,644)</u>	<u>13,623</u>	<u>—</u>	<u>(283,744,613)</u>
Capital assets being depreciated, net	<u>55,361,539</u>	<u>(6,620,016)</u>	<u>(11,000)</u>	<u>23,284,278</u>	<u>72,014,801</u>
Capital assets, net	<u>\$ 63,111,622</u>	<u>24,669,319</u>	<u>(11,000)</u>	<u>—</u>	<u>87,769,941</u>

(7) Investments in Joint Ventures

In March 2014, Regional One Properties, Inc., a wholly owned subsidiary of Shelby County HealthCare Corporation, became a 50% owner in Regional One RH MOB 1 SPE, LLC. This joint venture with a local developer and other various owners was to purchase an office building in Memphis, TN with intentions of converting this building into medical space and offices. Regional One Properties, Inc. made an initial investment of approximately \$1,000,000.

(8) New Market Tax Credit Program and Long-term Debt

Regional One Health entered into a transaction with SunTrust Community Capital, LLC on September 13, 2013 to obtain financing through the New Market Tax Credit (NMTC) Program sponsored by the Department of Treasury. The NMTC Program permits certain corporate taxpayers to receive a credit against federal income taxes for making qualified equity investments (QEI) in community development entities. The credit

August 28, 2015**4:06 pm****SHELBY COUNTY HEALTH CARE CORPORATION**

(A Component Unit of Shelby County, Tennessee)

Notes to Basic Financial Statements

June 30, 2014 and 2013

provided to the investor totals 39% of the initial value of the QEI and is claimed over a seven-year credit allowance period.

As part of this transaction Regional One Health and SunTrust Community Capital, LLC contributed approximately \$19,222,000 and \$7,328,000, respectively, to The Med Memphis Investment Fund, LLC, an entity created to provide funding for investments in special purposes entities called community development entities (CDEs). Regional One Health provided funding and received a notes receivable as part of the NMTC program as follows:

	<u>2014</u>
Notes receivable	\$ 19,221,600

The notes receivable requires interest only payments of 1.119% annually on the unpaid principal balance, which is due on February 15 following the end of a calendar year, beginning February 15, 2014 through February 15, 2021. Beginning on February 15, 2022, principal and interest payments will be due and will continue annually until the maturity of the notes receivable on February 15, 2035. Additional principal payments are required related to this notes receivable in an amount equal to 90% of net cash flow, as defined in the borrowers operating agreement.

In fiscal year 2014, Shelby County Health Care Properties, Inc. was formed as part of the NMTC Program with Regional One Health as the sole member. Shelby County Health Care Properties, Inc. executed note payable agreements on September 13, 2013 with several CDE's that provide for borrowings of \$26,550,000. The proceeds from these notes payable were used for the expansion of Regional One Health and are treated as "qualified low-income community investment" for purposes of generating new markets tax credits under Section 45d of the Internal Revenue Code of 1986, as amended.

Long-term debt related to the NMTC program consisted of the following as of June 30, 2014:

Note payable to RGC 2, LLC, interest paid quarterly at an interest rate of 1.00%, the maturity date is September 13, 2038	\$ 5,500,000
Note payable to NDC New Markets Investments LXXXIII, LLC, interest paid quarterly at an interest rate of 1.00%, the maturity date is September 13, 2038	6,790,000
Note payable to CHHS Subsidiary CDE 7, LLC, interest paid quarterly at an interest rate of 1.00%, the maturity date is September 13, 2038	7,760,000
Note payable to ST CDE XIV, LLC, interest paid quarterly at an interest rate of 1.00%, the maturity date is September 13, 2038	<u>6,500,000</u>
	<u>\$ 26,550,000</u>

SHELBY COUNTY HEALTH CARE CORPORATION

(A Component Unit of Shelby County, Tennessee)

Notes to Basic Financial Statements

June 30, 2014 and 2013

A schedule of changes in the long-term debt related to the NMTC program for 2014 follows:

	<u>Date of Issuance</u>	<u>Balance July 1, 2013</u>	<u>Additions</u>	<u>Retired</u>	<u>Balance June 30, 2014</u>	<u>Due within one year</u>
Note payable to RGC 2, LLC	9/13/2013	\$ —	5,500,000	—	5,500,000	—
Note payable to NDC New Markets Investment LXXXIII, LLC	9/13/2013	—	6,790,000	—	6,790,000	—
Note payable to CHHS subsidiary CDE 7, LLC	9/13/2013	—	7,760,000	—	7,760,000	—
Note payable to ST CDE XIV, LLC	9/13/2013	—	6,500,000	—	6,500,000	—
		<u>\$ —</u>	<u>26,550,000</u>	<u>—</u>	<u>26,550,000</u>	<u>—</u>

The aggregate annual maturities of the long-term debt at June 30, 2014 are as follows:

2015	\$ —
2016	—
2017	—
2018	—
2019	—
Thereafter	<u>26,550,000</u>
	<u>\$ 26,550,000</u>

The principle balance is due, for each of the notes payable listed above, in its entirety on the stated maturity date. Interest paid was approximately \$76,000 in 2014. There were no interest payments in 2013.

(9) Accrued Expenses and Other Current Liabilities

The composition of accrued expenses and other current liabilities follows:

	<u>2014</u>	<u>2013</u>
Due to third-party payors	\$ 9,225,000	5,198,000
Compensated absences	7,949,085	7,202,696
Deferred grant revenue	3,382,545	—
Accrued payroll and withholdings	10,562,740	6,573,249
Accrued employee healthcare claims	1,826,000	1,745,000
Current professional and general liability costs	2,300,000	2,300,000
Other	4,801,132	4,500,000
	<u>\$ 40,046,502</u>	<u>27,518,945</u>

SHELBY COUNTY HEALTH CARE CORPORATION

(A Component Unit of Shelby County, Tennessee)

Notes to Basic Financial Statements

June 30, 2014 and 2013

(10) Net Patient Service Revenue

Regional One Health has agreements with governmental and other third-party payors that provide for reimbursement to Regional One Health at amounts different from its established rates. Contractual adjustments under third-party reimbursement programs represent the difference between billings at established rates for services and amounts reimbursed by third-party payors. A summary of the basis of reimbursement with major third-party payors follows:

- *Medicare* – Substantially all acute care services rendered to Medicare program beneficiaries are paid at prospectively determined rates. These rates vary according to patient classification systems that are based on clinical, diagnostic, and other factors. Certain types of exempt services and other defined payments related to Medicare beneficiaries are paid based on cost reimbursement or other retroactive-determination methodologies. Regional One Health is paid for retroactively determined items at tentative rates with final settlement determined after submission of annual cost reports by Regional One Health and audits thereof by Regional One Health fiscal intermediary.

Regional One Health's classification of patients under the Medicare program and the appropriateness of their admission are subject to an independent review by a peer review organization. Regional One Health's Medicare cost reports have been audited and settled by Regional One Health fiscal intermediary through June 30, 2010. Revenue from the Medicare program accounted for approximately 23% and 17% of Regional One Health's net patient service revenue for the years ended June 30, 2014 and 2013, respectively.

- *TennCare* – Under the TennCare program, patients traditionally covered by the State of Tennessee Medicaid program and certain members of the uninsured population enroll in managed care organizations that have contracted with the State of Tennessee to ensure healthcare coverage to their enrollees. Regional One Health contracts with the managed care organizations to receive reimbursement for providing services to these patients. Payment arrangements with these managed care organizations consist primarily of prospectively determined rates per discharge, discounts from established charges, or prospectively determined per diem rates. Revenue from the TennCare program accounted for approximately 25% and 27% of Regional One Health's net patient service revenue for the years ended June 30, 2014 and 2013, respectively.

Regional One Health has historically received incremental reimbursement in the form of Essential Access payments through its participation in the TennCare Program. Amounts received by Regional One Health under this program were approximately \$57.0 million and \$66.4 million in 2014 and 2013, respectively. These amounts have been recognized as reductions in related contractual adjustments in the accompanying statements of revenues, expenses, and changes in net position. There can be no assurance that Regional One Health will continue to qualify for future participation in this program or that the program will not ultimately be discontinued or materially modified. Any material reduction in such funds has a correspondingly material adverse effect on Regional One Health's operations.

- *Arkansas Medicaid* – Substantially all inpatient and outpatient services rendered to Arkansas Medicaid program beneficiaries are paid under prospective reimbursement methodologies established by the State of Arkansas. Certain other reimbursement items (principally inpatient nursery services and medical education costs) are based upon cost reimbursement methodologies. Regional One Health is

SHELBY COUNTY HEALTH CARE CORPORATION

(A Component Unit of Shelby County, Tennessee)

Notes to Basic Financial Statements

June 30, 2014 and 2013

reimbursed for cost reimbursable items at tentative rates with final settlement determined after submission of annual cost reports by Regional One Health and audits thereof by the Arkansas Department of Health and Human Services (DHHS). Regional One Health's Arkansas Medicaid cost reports have been audited and settled by the Arkansas DHHS through June 30, 2007. Revenue from the State of Arkansas Medicaid program accounted for approximately 1.5% and 2% of Regional One Health's net patient service revenue for the years ended June 30, 2014 and 2013, respectively.

Regional One Health has historically received incremental reimbursement in the form of Upper Payment Limit (UPL) and additional appropriation payments through its participation in the State of Arkansas Medicaid program. The net benefit for Regional One Health associated with this program, totaling approximately \$2.4 million and \$2.3 million for the years ended June 30, 2014 and 2013, respectively, has been recognized as a reduction in related contractual adjustments in the accompanying statements of revenues, expenses, and changes in net position. There can be no assurance that Regional One Health will continue to qualify for future participation in this program or that the program will not ultimately be discontinued or materially modified.

- *Mississippi Medicaid* – Inpatient and outpatient services rendered to Mississippi Medicaid program beneficiaries are generally paid based upon prospective reimbursement methodologies established by the State of Mississippi. Revenue from the State of Mississippi Medicaid program accounted for approximately 3% of Regional One Health's net patient service revenue for both the years ended June 30, 2014 and 2013.

Regional One Health has historically received incremental reimbursement in the form of Upper Payment Limit (UPL) and additional appropriation payments through its participation in the State of Mississippi Medicaid program. The net benefit for Regional One Health associated with this program, totaling approximately \$4.5 and \$4.2 million for the years ended June 30, 2014 and 2013, respectively, has been recognized as a reduction in related contractual adjustments in the accompanying statements of revenues, expenses, and changes in net position.

- *Other* – Regional One Health has also entered into payment agreements with certain commercial insurance carriers, health maintenance organizations, and preferred provider organizations. The reimbursement methodologies under these agreements include prospectively determined rates per discharge, per diem amounts, and discounts from established charges.

The composition of net patient service revenue follows:

	2014	2013
Gross patient service revenue	\$ 997,469,026	918,361,574
Less provision for contractual and other adjustments	618,033,743	565,394,523
Less provision for bad debts	76,255,133	49,181,321
Net patient service revenue	\$ 303,180,150	303,785,730

August 28, 2015**4:06 pm**

SHELBY COUNTY HEALTH CARE CORPORATION
(A Component Unit of Shelby County, Tennessee)

Notes to Basic Financial Statements

June 30, 2014 and 2013

The composition of incremental reimbursement from various state agencies for participation in TennCare/Medicaid programs follows:

	<u>2014</u>	<u>2013</u>
TennCare Essential Access	\$ 56,894,499	66,428,367
Arkansas UPL/Disproportionate Share	2,434,905	2,268,466
Mississippi Disproportionate Share	<u>4,490,029</u>	<u>4,231,388</u>
Total payments	\$ <u>63,819,433</u>	<u>72,928,221</u>

The Health Information Technology for Economic and Clinical Health (HITECH) Act was enacted as part of the American Recovery and Reinvestment Act of 2009 and signed into law in February 2009. In the context of the HITECH Act, Regional One Health must implement a certified Electronic Health Record (EHR) in an effort to promote the adoption and "meaningful use" of health information technology (HIT). The HITECH Act includes significant monetary incentives and payment penalties meant to encourage the adoption of EHR technology. Regional One Health will receive approximately \$1.9 million and \$2.9 million of incentive payments related to EHR implementation for the years ended June 30, 2014 and 2013, respectively. These amounts are included within net patient service revenue within the statements of revenues, expenses, and change in net position.

(11) Charity Care

Regional One Health maintains records to identify and monitor the level of charity care it provides. These records include the amount of charges foregone for services and supplies furnished under its charity care policy. Charges foregone, based on established rates, were approximately \$286.9 million and \$340.7 million in 2014 and 2013, respectively. Included in the charges foregone is the upfront discount applied to all uninsured patients of approximately \$130.4 million and \$198.0 million in 2014 and 2013, respectively, as Regional One Health does not pursue collection on these amounts.

(12) Retirement Plans

(a) Defined Benefit Plan

Regional One Health contributes to the Shelby County Retirement System (the Retirement System), a cost-sharing single-employer defined benefit public employee retirement system (PERS) established by Shelby County, Tennessee. The Retirement System is administered by a board, the majority of whose members are nominated by the Shelby County Mayor, subject to approval by the Shelby County Board of Commissioners. The Retirement System issues a publicly available financial report that includes financial statements and required supplementary information. That report may be obtained by writing to the Shelby County Retirement System, Suite 950, 160 North Main, Memphis, Tennessee 38103 or by calling 901-545-3570.

Shelby County provides office space and certain administrative services at no cost to the Retirement System. All other costs to administer the plan are paid from plan earnings.

SHELBY COUNTY HEALTH CARE CORPORATION

(A Component Unit of Shelby County, Tennessee)

Notes to Basic Financial Statements

June 30, 2014 and 2013

Substantially all full-time and permanent part-time employees of Shelby County (including Regional One Health and Shelby County's other component units), other than the Shelby County Board of Education employees, employees who have elected to be covered by Social Security with the exception of Regional One Health employees, employees designated as Comprehensive Employment Training Act employees after July 1, 1979, and certain employees of Regional One Health are required, as a condition of employment, to participate in the Retirement System.

The Retirement System consists of three plans (Plans A, B, and C). In 1990, Plans A and B were merged into one reporting entity, whereby total combined assets of the merged plans are available for payment of benefits to participants of either of the two previously existing plans. In 2005, Plan C was added and merged with Plans A and B for funding purposes. While the plans were merged, the Retirement System has retained the membership criteria of the previous plans, which are as follows:

- Plan C, a contributory cost-sharing multiple-employer defined benefit pension plan for employees who are also eligible for Plan A,
- Plan B, a contributory cost-sharing multiple-employer defined benefit pension plan for employees hired prior to December 1, 1978, and
- Plan A, a contributory cost-sharing multiple-employer defined benefit pension plan for employees hired on or after December 1, 1978, and those employees that elected to transfer to Plan A from Plan B before January 1, 1981. Plan A was noncontributory for all years prior to 2013.

The Shelby County Board of Commissioners establishes the Retirement System's benefit provisions. Once a person becomes a participant, that person will continue to participate as long as he or she is an employee of Shelby County or Regional One Health. The Retirement System provides retirement, as well as survivor and disability defined benefits.

The Retirement System's funding policy for employee contribution requirements is established by the Board of Administration of the Retirement System. The Shelby County Board of Commissioners establishes the Retirement System's funding policy for employer contribution requirements. For fiscal years 2014, 2013, and 2012, the employer contribution requirements were based on the actuarially determined contribution rates, which were 13.26%, 12.75%, and 12.01%, respectively.

The actuarially determined contribution rate was calculated using a projected unit credit service pro rata cost method for Plan A, Plan B, and Plan C participants.

August 28, 2015

4:06 pm

SHELBY COUNTY HEALTH CARE CORPORATION
(A Component Unit of Shelby County, Tennessee)

Notes to Basic Financial Statements

June 30, 2014 and 2013

For fiscal years 2014, 2013, and 2012, the following contributions were made to the defined benefit plans:

	<u>2014</u>	<u>2013</u>	<u>2012</u>
The Med's contributions:			
Plan A	\$ 367,032	360,271	365,157
Plan B	2,020	1,999	1,301
Plan C	82,447	86,391	108,501
Employee contributions:			
Plan A	\$ 20,783	15,728	8,608
Plan B	709	703	491
Plan C	23,343	26,524	33,251

The contributions as a percentage of earned compensation were the same as those for the Retirement System. Regional One Health contributed 100% of its required contributions in 2014, 2013, and 2012.

(b) Defined Contribution Plan

Effective July 1, 1985, Regional One Health established, under the authority of its Board of Directors, The Regional Medical Center at Memphis Retirement Investment Plan, a defined contribution pension plan covering employees 21 years of age and older who have completed one year of service, as defined, and are not participating in any other pension program to which Regional One Health makes contributions. The plan provides for employee contributions of between 2% and 6% of compensation and for equal matching contributions made by Regional One Health. Participants are immediately vested in their contributions plus actual earnings thereon. Participants vest 20% in the employers matching contributions after two years of service, 50% after three years, 75% after four years, and 100% after five years. Forfeitures are returned to Regional One Health to reduce future matching contributions. The defined contribution plan ceased accepting contributions on September 30, 2009; therefore, there were no contributions by Regional One Health or participants for the years ended June 30, 2014 and 2013.

Effective October 1, 2009, Regional One Health established, under the authority of its Board of Directors, The Regional Medical Center at Memphis 403(b) Retirement Plan, a defined contribution pension plan covering employees 21 years of age and older who have completed one year of service. The plan provides for a 50% employer match on employee contributions up to 6% of employee compensation. Participants are immediately vested in their contributions plus actual earnings thereon. Participants vest 20% in the employers matching contributions after two years of service, 50% after three years, 75% after four years, and 100% after five years. Forfeitures remain in the plan for the benefit of other participants. Regional One Health contributed \$1.6 million to the 403(b) plan for both the years ended June 30, 2014 and 2013. 403(b) plan participants contributed approximately \$3.4 million to the 403(b) plan for both the years ended June 30, 2014 and 2013.

Effective December 1, 2010, Regional One Health established, under the authority of its Board of Directors, The Regional Medical Center at Memphis Nonqualified Supplemental Retirement Plan

SHELBY COUNTY HEALTH CARE CORPORATION

(A Component Unit of Shelby County, Tennessee)

Notes to Basic Financial Statements

June 30, 2014 and 2013

(Supplemental Retirement Plan). The Supplemental Retirement Plan was formed under Section 457(f) of the IRC of 1986, and management believes that it complies with all provisions applicable to a nonqualified deferred compensation plan under IRC Section 409A. Plan participants contributed approximately \$84,000 to the plan for both the years ended June 30, 2014 and 2013.

(13) Postretirement Benefit Plan

Regional Medical Center Healthcare Benefit Plan (the Plan) is a single-employer defined benefit healthcare plan sponsored and administered by Regional One Health. The Plan provides medical and life insurance benefits to eligible retirees and their spouses. Regional One Health's Board of Directors is authorized to establish and amend all provisions. Regional One Health does not issue a publicly available financial report that includes financial statements and required supplementary information for the Plan.

During fiscal year 2010, Regional One Health's Board of Directors approved a plan amendment that eliminated medical coverage for those employees who did not have 15 years of service as of December 31, 2009 and eliminated life insurance coverage for those employees retiring January 1, 2010 or later.

Per GASB Statement No. 45, *Accounting and Financial Reporting Employers for Postemployment Benefits Other Than Pensions*, for financial reporting purposes an actuarial valuation is required at least biennially for postretirement benefit plans with a total membership of 200 or more. Regional One Health's postretirement benefit plan has approximately 333 and 352 active members as of the last actuarial valuations of June 30, 2014 and June 30, 2013, respectively.

(a) Funding Policy

The contribution requirements of employees and the Plan are established and may be amended by Regional One Health's Board of Directors. Monthly contributions are required by retirees who are eligible for coverage. Regional One Health pays for costs in excess of required retiree contributions. These contributions are assumed to increase based on future medical plan cost increases. For fiscal 2014 and 2013, Regional One Health contributed approximately \$1,452,000 and \$1,297,000, respectively, net of retiree contributions, to the Plan. Plan members receiving benefits contributed approximately \$199,000 in fiscal 2014 and \$335,000 in fiscal 2013 through their required contributions. The following table summarizes the monthly contribution rates for the year beginning July 1, 2013:

	<u>Retiree</u>	<u>Spouse</u>
Pre-Medicare	\$ 1,560	1,776
Pre-Medicare Eligible	672	1,596

(b) Annual OPEB Cost and Net OPEB Obligation

Regional One Health's annual other postemployment benefit (OPEB) cost is calculated based on the annual required contribution of the employer (ARC), an amount actuarially determined in accordance with the parameters of GASB Statement No. 45. The ARC represents a level of funding that, if paid on an ongoing basis, is projected to cover normal cost each year and amortize any unfunded actuarial

August 28, 2015**4:06 pm****SHELBY COUNTY HEALTH CARE CORPORATION**

(A Component Unit of Shelby County, Tennessee)

Notes to Basic Financial Statements

June 30, 2014 and 2013

liabilities (or funding excess) over a period of 30 years. The following table shows the components of Regional One Health's annual OPEB cost for fiscal 2014 and 2013, the amounts actually contributed to the Plan, and changes in Regional One Health's net OPEB obligation:

		2014	2013
Annual required contributions and annual OPEB cost	\$	1,290,462	1,296,634
Contributions made		1,452,462	1,296,634
Decrease in net OPEB obligation		(162,000)	—
Net OPEB obligation, beginning of year		912,000	912,000
Net OPEB obligation, end of year	\$	750,000	912,000

(c) Three-Year Trend Information

Fiscal year ended	Annual OPEB cost	Percentage of annual OPEB cost contributed	Net OPEB obligation
June 30, 2014	\$ 1,290,462	112.6%	\$ 750,000
June 30, 2013	1,296,634	100.0	912,000
June 30, 2012	1,535,160	94.6	912,000

(d) Funded Status and Funding Progress – Required Supplementary Information

As of June 30, 2013, the most recent actuarial valuation date, the Plan was not funded. The actuarial accrued liability for benefits was \$20,050,142 resulting in an unfunded actuarial accrued liability (UAAL) of \$20,050,142.

Actuarial valuations of an ongoing plan involve estimates of the value of reported amounts and assumptions about the probability of occurrence of events far into the future. Examples include assumptions about future employment, mortality, and the healthcare cost trend. Amounts determined regarding the funded status of the Plan and the annual required contributions of the employer are subject to continual revision as actual results are compared with past expectations and new estimates are made about the future. The schedule of funding progress, as presented below as required supplementary information, presents multiyear trend information about whether the actuarial value of plan assets is increasing or decreasing over time relative to the actuarial accrued liabilities for benefits.

SHELBY COUNTY HEALTH CARE CORPORATION

(A Component Unit of Shelby County, Tennessee)

Notes to Basic Financial Statements

June 30, 2014 and 2013

(e) Schedule of Funding Progress – Required Supplementary Information

Analysis of the Plan's funding status follows:

Actuarial valuation date*	Actuarial value of plan assets	Actuarial accrued liability (AAL)	Plan assets less than AAL	Funded ratio	Covered payroll	AAL as of a percentage of covered payroll
July 1, 2013	\$ —	20,050,142	20,050,142	—	\$ 18,116,596	111.0
July 1, 2012	—	20,319,023	20,319,023	—	\$ 18,693,833	109.0
July 1, 2011	—	24,469,273	24,469,273	—	20,476,034	120.0

* All inputs for valuation is provided as of beginning of the fiscal year being actuarially valued.

(f) Actuarial Methods and Assumptions

Projections of benefits for financial reporting purposes are based on the substantive plan (the Plan as understood by the employer and the plan members) and include the types of benefits provided at the time of each valuation and the historical pattern sharing of benefit costs between the employer and plan members to that point. The actuarial methods and assumptions used include techniques that are designed to reduce the effects of short-term volatility in actuarial accrued liabilities and the actuarial value of assets, consistent with the long-term perspective of the calculations.

In the July 1, 2013 actuarial valuation, the projected unit credit actuarial method was used. The actuarial assumptions included a 3% investment rate of return, which is a long-term rate of return on general account assets, and an annual inflation rate and annual healthcare cost trend rate of 5.7%, reducing each year until it reaches an annual rate of 4.5% in 2084. The UAAL is being amortized, using a level percentage of pay method, over a 30-year period under the Projected Unit Credit Method.

(14) Transactions with University of Tennessee Center for Health Services

Regional One Health contracts with University of Tennessee Center for Health Services (UTCHS) and University of Tennessee Medical Group (UTMG) to provide, among other things, Regional One Health's house staff, professional supervision of certain ancillary departments, and professional care for indigent patients. Regional One Health also provides its facilities as a teaching hospital for UTCHS.

Operating expenses include approximately \$44.3 million in 2014 and \$42.1 million in 2013 for all professional and other services provided by UTCHS/UTMG.

On October 1, 2014, Regional One Health and the University of Tennessee Health Science Center created a jointly governed physician's group known as the University of Tennessee Regional One Physicians (UTROP). The UTROP physician group will replace the existing relationship between Regional One Health and UTCHS and UTMG, and will provide Regional One Health's house staff, professional supervision of certain ancillary departments, and professional care for indigent patients.

August 28, 2015

4:06 pm

SHELBY COUNTY HEALTH CARE CORPORATION

(A Component Unit of Shelby County, Tennessee)

Notes to Basic Financial Statements

June 30, 2014 and 2013

(15) Risk Management

Regional One Health has a self-insurance program for professional and general liability risks, both with respect to claims incurred after the effective date of the program and claims incurred but not reported prior to that date. Regional One Health has not acquired any excess coverage for its self-insurance because Regional One Health is afforded sovereign immunity in accordance with applicable statutes. Presently, sovereign immunity limits losses to \$300,000 per claim. Regional One Health has recorded an accrual for self-insurance losses totaling approximately \$7.2 million and \$7.5 million at June 30, 2014 and 2013, respectively.

Incurred losses identified through Regional One Health's incident reporting system and incurred but not reported losses are accrued based on estimates that incorporate Regional One Health's current inventory of reported claims and historical experience, as well as considerations such as the nature of each claim or incident, relevant trend factors, and advice from consulting actuaries.

The following is a summary of changes in Regional One Health's self-insurance liability for professional and general liability costs for fiscal 2014 and 2013:

	2014	2013
Balance at July 1	\$ 7,500,000	8,368,000
Provision for claims reported and claims incurred but not reported	251,090	(333,974)
Claims paid	(599,090)	(534,026)
	<u>7,152,000</u>	<u>7,500,000</u>
Amounts classified as accrued expenses and other current liabilities	<u>(2,300,000)</u>	<u>(2,300,000)</u>
Balance at June 30	<u>\$ 4,852,000</u>	<u>5,200,000</u>

Like many other businesses, Regional One Health is exposed to various risks of loss related to theft of, damage to, and destruction of assets; business interruption; errors and omissions; employee injuries and illness; and natural disasters. Commercial insurance coverage is purchased for claims arising from such matters. Claims settled through June 30, 2014 have not exceeded this commercial coverage in any of the three preceding years.

SHELBY COUNTY HEALTH CARE CORPORATION

(A Component Unit of Shelby County, Tennessee)

Notes to Basic Financial Statements

June 30, 2014 and 2013

The following is a summary of changes in Regional One Health's self-insurance liability for employee health coverage (included in accrued expenses and other current liabilities in the accompanying balance sheets) for fiscal 2014 and 2013:

	2014	2013
Balance at July 1	\$ 1,745,000	1,821,000
Claims reported and claims incurred but not reported	12,387,868	11,818,341
Claims paid	(12,306,868)	(11,894,341)
Balance at June 30	\$ 1,826,000	1,745,000

(16) Commitments

Regional One Health has outstanding service contracts for management services, equipment maintenance, and blood supply services. Estimated future payments under the contracts follow:

2015	\$ 2,756,760
2016	709,938
	<u>\$ 3,466,698</u>

Expense under these contracts and other contracts was approximately \$9.6 million and \$9.2 million for the years ended June 30, 2014 and 2013, respectively.

(17) Leases

Regional One Health has entered into noncancelable operating leases for certain buildings and equipment. Rental expense for all operating leases was approximately \$5.0 million and \$4.9 million for the years ended June 30, 2014 and 2013, respectively. The future minimum payments under noncancelable operating leases as of June 30, 2014 follow:

2015	\$ 2,272,054
2016	1,668,238
2017	1,772,111
	<u>\$ 5,712,403</u>

SHELBY COUNTY HEALTH CARE CORPORATION

(A Component Unit of Shelby County, Tennessee)

Notes to Basic Financial Statements

June 30, 2014 and 2013

(18) Health Care Industry Environment

Management at Regional One Health monitors economic conditions closely, both with respect to potential impacts on the healthcare provider industry and from a more general business perspective. While Regional One Health was able to achieve certain objectives of importance in the current economic environment, management recognizes that economic conditions may continue to impact Regional One Health in a number of ways, including (but not limited to) uncertainties associated with U.S. financial system reform and rising self-pay patient volumes and corresponding increases in uncompensated care.

Additionally, the general healthcare industry environment is increasingly uncertain, especially with respect to the impacts of the federal healthcare reform legislation, which was passed in the spring of 2010 and upheld by the Supreme Court in June 2012. Potential impacts of ongoing healthcare industry transformation include, but are not limited to:

- Significant (and potentially unprecedented) capital investment in healthcare information technology (HCIT)
- Continuing volatility in the state and federal government reimbursement programs
- Lack of clarity related to the health benefit exchange framework mandated by reform legislation, including important open questions regarding the constitutionality of the legislation, exchange reimbursement levels, changes in combined state/federal disproportionate share payments, and impact on the healthcare "demand curve" as the previously uninsured enter the insurance system
- Effective management of multiple major regulatory mandates, including achievement of meaningful use of HCIT and the transition to ICD-10
- Significant potential business model changes throughout the healthcare industry, including within the healthcare commercial payor industry.

The business of healthcare in the current economic, legislative, and regulatory environment is volatile. Any of the above factors, along with changes in appropriations from the County and City of Memphis and others both currently in existence and, which may or may not arise in the future, could have a material adverse impact on Regional One Health's financial position and operating results.

August 28, 2015

4:06 pm

Schedule 1

SHELBY COUNTY HEALTH CARE CORPORATION

(A Component Unit of Shelby County, Tennessee)

Combining Schedule - Statement of Net Position

June 30, 2014

Assets	Shelby County Health Care Corporation	Regional Med Extended Care Hospital LLC	Regional One Health Foundation	Shelby County Health Care Properties, Inc.	Regional One Properties, Inc.	Eliminations	Combined
Assets:							
Cash and cash equivalents	\$ 8,961,737	681,070	339,026	41,400	—	—	10,023,233
Investments	120,611,635	—	3,186,829	—	—	—	123,798,464
Patient accounts receivable, net	46,614,476	1,288,071	—	—	—	—	47,902,547
Other receivables	12,620,961	—	1,101,775	149,003	—	(1,096,338)	12,775,401
Other current assets	4,987,208	12,500	—	1,249,694	—	—	6,249,402
Restricted cash	—	—	—	542,310	—	—	542,310
Restricted investments	—	—	3,585,842	—	—	—	3,585,842
Investment in joint ventures	992,607	—	—	—	—	—	992,607
Notes receivable	19,221,600	—	—	—	—	—	19,221,600
Capital assets, net	56,496,015	—	—	40,126,777	5,726,371	—	102,349,163
Total assets	\$ 270,506,239	1,981,641	8,213,472	42,109,184	5,726,371	(1,096,338)	327,440,569
Liabilities and Net Position							
Liabilities:							
Accounts payable	\$ 7,520,486	1,557	1,598,044	—	—	(1,096,338)	8,023,749
Accrued expenses and other current liabilities	38,721,071	1,173,406	—	152,025	—	—	40,046,502
Accrued professional and general liability costs	4,852,000	—	—	—	—	—	4,852,000
Net postemployment benefit obligation	750,000	—	—	—	—	—	750,000
Notes payable	—	—	—	26,550,000	—	—	26,550,000
Total liabilities	51,843,557	1,174,963	1,598,044	26,702,025	—	(1,096,338)	80,222,251
Net position:							
Invested in capital assets, net of related debt	56,496,014	—	—	13,576,778	5,726,371	—	75,799,163
Restricted for:							
Capital assets	—	—	2,670,763	—	—	—	2,670,763
Indigent care	—	—	915,079	—	—	—	915,079
Notes payable	—	—	—	542,310	—	—	542,310
Unrestricted	162,166,668	806,678	3,029,586	1,288,071	—	—	167,291,003
Total net position	218,662,682	806,678	6,615,428	15,407,159	5,726,371	—	247,218,318
Commitments and contingencies							
Total liabilities and net position	\$ 270,506,239	1,981,641	8,213,472	42,109,184	5,726,371	(1,096,338)	327,440,569

See accompanying independent auditors' report.

August 28, 2015

4:06 pm

Schedule 2

SHELBY COUNTY HEALTH CARE CORPORATION
(A Component Unit of Shelby County, Tennessee)
Combining Schedule - Statement of Revenues, Expenses, and Changes in Net Position
Year ended June 30, 2014

	Shelby County Health Care Corporation	Regional Med Extended Care Hospital LLC	Regional One Health Foundation	Shelby County Health Care Properties, Inc.	Regional One Properties, Inc.	Eliminations	Combined
Operating revenues:							
Net patient service revenue	\$ 301,205,571	1,974,579	—	—	—	—	303,180,150
Other revenue	22,085,884	10	4,282,788	238,400	—	(3,659,144)	22,947,938
Total operating revenues	323,291,455	1,974,589	4,282,788	238,400	—	(3,659,144)	326,128,088
Operating expenses:							
Salaries and benefits	158,793,994	2,122,634	—	—	—	—	160,916,628
Supplies and services	75,464,035	562,554	—	—	—	—	76,026,589
Physician and professional fees	27,401,506	222,629	—	—	—	—	27,624,135
Purchased medical services	26,093,695	—	—	—	—	—	26,093,695
Plant operations	13,273,634	92,785	—	—	—	—	13,366,419
Insurance	2,319,323	14,093	—	—	—	—	2,333,416
Administrative and general	33,086,082	1,056,125	—	209,646	—	—	34,351,853
Community services	—	—	4,679,490	—	—	(3,659,144)	1,020,346
Depreciation and amortization	14,906,442	—	—	1,424,284	—	—	16,330,726
Total operating expenses	351,338,711	4,070,820	4,679,490	1,633,930	—	(3,659,144)	358,063,807
Operating loss	(28,047,256)	(2,096,231)	(396,702)	(1,395,530)	—	—	(31,935,719)
Nonoperating revenues (expenses):							
Interest expense	—	—	—	(212,400)	—	—	(212,400)
Investment income	4,392,806	—	725,744	191	—	—	5,118,741
Appropriations from Shelby County	26,816,001	—	—	—	—	—	26,816,001
Other	4,195,408	—	—	—	—	—	4,195,408
Transfers in (out)	(25,644,178)	2,902,909	—	17,014,898	5,726,371	—	—
Total nonoperating revenues (expenses), net	9,760,037	2,902,909	725,744	16,802,689	5,726,371	—	35,917,750
Increase (decrease) in net position	(18,287,219)	806,678	329,042	15,407,159	5,726,371	—	3,982,031
Net position, beginning of year	236,949,901	—	6,286,386	—	—	—	243,236,287
Net position, end of year	\$ 218,662,682	806,678	6,615,428	15,407,159	5,726,371	—	247,218,318

See accompanying independent auditors' report.

August 28, 2015

4:06 pm

SHELBY COUNTY HEALTH CARE CORPORATION

(A Component Unit of Shelby County, Tennessee)

Combining Schedule - Statement of Cash Flows

Year ended June 30, 2014

Schedule 3

	Shelby County Health Care Corporation	Regional Med Extended Care Hospital LLC	Regional One Health Foundation	Shelby County Health Care Properties, Inc.	Regional One Properties, Inc.	Combined
Cash flows from operating activities:						
Receipts from and on behalf of patients and third-party payers	\$ 300,480,523	686,508	—	—	—	301,167,031
Other cash receipts	18,098,500	10	3,239,263	89,397	—	21,427,170
Payments to suppliers	(173,327,670)	(1,959,129)	(2,601,716)	(1,444,190)	—	(179,332,705)
Payments to employees and related benefits	(154,735,434)	(949,228)	(496,086)	—	—	(156,180,748)
Net cash (used in) provided by operating activities	(9,484,081)	(2,221,839)	141,461	(1,354,793)	—	(12,919,252)
Cash flows from noncapital financing activity:						
Appropriations received from Shelby County	26,816,001	—	—	—	—	26,816,001
Net cash provided by noncapital financing activity	26,816,001	—	—	—	—	26,816,001
Cash flows from capital and related financing activities:						
Capital expenditures	(9,276,695)	2,902,909	—	(24,536,163)	—	(30,909,949)
Proceeds from new market tax credit	—	—	—	26,550,000	—	26,550,000
Proceeds from pledges	3,195,408	—	—	—	—	3,195,408
Proceeds from sale of capital assets	—	—	—	—	—	—
Interest payments	—	—	—	(75,525)	—	(75,525)
Net cash used in (provided by) capital and related financing activities	(6,081,287)	2,902,909	—	1,938,312	—	(1,240,066)
Cash flows from investing activities:						
Proceeds from issuance of notes receivable	(19,221,600)	—	—	—	—	(19,221,600)
Purchases of investments	(178,056,537)	—	(1,453,232)	—	—	(179,509,769)
Proceeds from sale of investments	174,706,702	—	1,296,026	—	—	176,002,728
Distributions received from joint venture	(992,607)	—	—	—	—	(992,607)
Investment income proceeds	6,009,051	—	149,799	191	—	6,159,041
Net cash used in investing activities	(17,554,991)	—	(7,407)	191	—	(17,562,207)
Net increase (decrease) in cash and cash equivalents	(6,304,358)	681,070	134,054	583,710	—	(4,905,524)
Cash and cash equivalents, beginning of year	15,266,095	—	204,972	—	—	15,471,067
Cash and cash equivalents, end of year	\$ 8,961,737	681,070	339,026	583,710	—	10,565,543

See accompanying independent auditors' report.

August 28, 2015**4:06 pm**

Schedule 4

SHELBY COUNTY HEALTH CARE CORPORATION

(A Component Unit of Shelby County, Tennessee)

Roster of Management Officials and Board Members

June 30, 2014

(Unaudited)

Management Officials

Reginald Coopwood, M.D., President and CEO

Pam Castleman, MSN, Senior Vice President/Chief Nursing Officer

Susan Cooper, RN, MSN, FAAN, Senior Vice President/Chief Integration Officer

Carl Getto, M.D., Executive Vice President/Chief Medical Officer

Tammie Ritchey, CFRE, Vice President of Development/Foundation Executive Director

Robert Sumter, Ph.D., Executive Vice President/COO/CIO

Tish Towns, FACHE, Senior Vice President, External Relations

Rick Wagers, Senior Executive Vice President/CFO

Monica Wharton, Senior Vice President/Chief Legal Counsel

Board Members

Mrs. Pam Brown

James Freeman, M.D.

Brenda Hardy, M.D.

Scott McCormick

Max Ostner

Melvin Burgess

Phil Shannon

Anthony Tate

Mr. John Vergos

David T. Popwell

Brian W. Ellis

Scot Lenoir

See accompanying independent auditors' report.

August 28, 2015**4:06 pm****16. Section C, Economic Feasibility, Item 4 (Historical Data Chart and Projected Data Chart)**

Please also provide a Historical Data Chart for BMH-Memphis showing revenues and expenses for all patient care services provided by the hospital during the fiscal year periods.

Response:

Charts are provided on the following pages.

Please provide a combined Projected Data Chart for both the main BMH emergency department and the proposed satellite ED.

Response:

Charts are provided on the following pages. On the BMH ED projected data chart includes inpatient and outpatient emergency services that are provided in the emergency department. Charges for ancillary services are not reflected.

The project costs charges for the satellite locations reflect all services provided at that location including ancillary services such as x-ray, CT, and lab.

August 28, 2015

4:06 pm

HISTORICAL DATA CHART BMH Memphis

Give information for the last three (3) years for which complete data are available for the facility or agency. The fiscal year begins in OCT (Month)

	Year 2012	Year 2013	Year 2014
A. Utilization Data (Discharges)	25,440	24,509	24,737
B. Revenue from Services to Patients			
1. Inpatient Services	\$ 1,168,575,509	\$ 1,281,308,906	\$ 1,294,127,663
2. Outpatient Services	\$ 561,989,211	\$ 618,546,518	\$ 654,272,669
3. Emergency Services	\$ 50,145,402	\$ 60,656,034	\$ 62,003,106
4. Other Operating Revenue (specify) <u>cafeteria, gift shop, etc.</u>	\$ 16,024,049	\$ 16,994,124	\$ 16,698,984
Gross Operating Revenue	\$ 1,796,734,170	\$ 1,977,505,582	\$ 2,027,102,422
C. Deductions from Gross Operating Revenue			
1. Contractual Adjustments	\$ 1,172,840,209	\$ 1,355,368,474	\$ 1,424,742,936
2. Provision for Charity Care	\$ 42,466,417	\$ 54,521,298	\$ 54,578,785
3. Provision for Bad Debt	\$ 57,084,980	\$ 63,313,739	\$ 73,607,837
Total Deductions	\$ 1,272,391,605	\$ 1,473,203,512	\$ 1,552,929,558
NET OPERATING REVENUE	\$ 524,342,565	\$ 504,302,070	\$ 474,172,864
D. Operating Expenses			
1. Salaries and Wages	\$ 209,291,052	\$ 201,394,665	\$ 196,930,371
2. Physician's Salaries and Wages			
3. Supplies	\$ 135,564,667	\$ 136,328,976	\$ 131,176,151
4. Taxes	\$ 1,369,438	\$ 1,355,226	\$ 1,817,757
5. Depreciation	\$ 24,031,334	\$ 23,237,042	\$ 23,276,262
6. Rent	\$ 956,752	\$ 1,059,939	\$ 1,073,096
7. Interest, other than Capital	\$ 539	\$ 490	\$ 490
8. Management Fees:			
a. Fees to Affiliates	\$ 52,278,908	\$ 59,039,856	\$ 77,132,582
b. Fees to Non-Affiliates			
9. Other Expenses (Specify on separate page)	\$ 83,426,115	\$ 72,962,996	\$ 83,535,327
Total Operating Expenses	\$ 506,918,804	\$ 495,379,188	\$ 514,942,035
E. Other Revenue (Expenses) - Net (Specify)	\$ 7,395,042	\$ 9,193,074	\$ 7,121,399
NET OPERATING INCOME (LOSS)	\$ 24,818,802	\$ 18,115,956	\$ (33,647,773)
F. Capital Expenditures			
1. Retirement of Principal	\$ 15,235,000	\$ 16,100,000	\$ 17,170,000
2. Interest	\$ 848,550	\$ 763,707	\$ 650,464
Total Capital Expenditures	\$ 16,083,550	\$ 16,863,707	\$ 17,820,464
NET OPERATING INCOME (LOSS)			
LESS CAPITAL EXPENDITURES	\$ 8,735,252	\$ 1,252,249	\$ (51,468,237)

August 28, 2015**4:06 pm****HISTORICAL DATA CHART-OTHER EXPENSES****OTHER EXPENSES CATEGORIES**

	Year 2012	Year 2013	Year 2014
Purchased Services	\$ 14,696,553	\$ 12,203,028	\$ 11,104,823
Insurance Expense	\$ 3,611,030	\$ (1,831,936)	\$ 255,733
Utilities	\$ 5,955,675	\$ 5,792,233	\$ 5,726,739
Repairs and Maintenance	\$ 9,128,336	\$ 10,536,853	\$ 10,332,941
Professional Fees:	\$ 23,624,629	\$ 24,106,987	\$ 26,355,046
Medicaid Assessment	\$ 22,240,519	\$ 15,178,966	\$ 12,473,573
Misc	\$ 4,169,373	\$ 6,976,863	\$ 7,011,151
Loss on Asset Impairment			\$ 10,275,321
Total Other Expenses	\$ 83,426,115	\$ 72,962,996	\$ 83,535,327

August 28, 2015**4:06 pm****PROJECTED DATA CHART MEM ED**

Give information for the last two (2) years following the completion of this proposal.

The fiscal year begins in Oct (Month)

	Year 1	Year 2
A. Utilization Data (visits)	57,086	58,034
B. Revenue from Services to Patients		
1. Inpatient Services	\$ 45,196,928	\$ 47,931,342
2. Outpatient Services		
3. Emergency Services	\$ 64,909,360	\$ 69,517,925
4. Other Operating Revenue (specify) <u>cafeteria</u>	\$ 7,200	\$ 7,500
Gross Operating Revenue	\$ 110,113,488	\$ 117,456,767
C. Deductions from Gross Operating Revenue		
1. Contractual Adjustments	\$ 95,011,271	\$ 101,780,022
2. Provision for Charity Care		
3. Provision for Bad Debt		
Total Deductions	\$ 95,011,271	\$ 101,780,022
NET OPERATING REVENUE	\$ 15,102,217	\$ 15,676,745
D. Operating Expenses		
1. Salaries and Wages	\$ 7,551,773	\$ 7,830,758
2. Physician's Salaries and Wages		
3. Supplies	\$ 1,312,848	\$ 1,331,380
4. Taxes		
5. Depreciation		
6. Rent		
7. Interest, other than Capital		
8. Management Fees:		
a. Fees to Affiliates	\$ 279,220	\$ 280,000
b. Fees to Non-Affiliates		
9. Other Expenses (Specify on separate page)	\$ 50,877	\$ 53,000
Total Operating Expenses	\$ 9,194,718	\$ 9,495,138
E. Other Revenue (Expenses) - Net (Specify)		
NET OPERATING INCOME (LOSS)	\$ 5,907,499	\$ 6,181,607
F. Capital Expenditures		
1. Retirement of Principal		
2. Interest		
Total Capital Expenditures	\$ -	\$ -
NET OPERATING INCOME (LOSS)		
LESS CAPITAL EXPENDITURES	\$ 5,907,499	\$ 6,181,607

OTHER EXPENSES CATEGORIES

96

August 28, 2015**4:06 pm****PROJECTED DATA CHART MEM ED + BOTH SATELLITE EDs COMBINED**

Give information for the last two (2) years following the completion of this proposal.

The fiscal year begins in Oct (Month)

	Year 1	Year 2
A. Utilization Data (visits)	67,190	72,639
B. Revenue from Services to Patients		
1. Inpatient Services	\$ 45,196,928	\$ 47,931,342
2. Outpatient Services	\$ -	\$ -
3. Emergency Services	\$ 104,526,204	\$ 127,609,205
4. Other Operating Revenue (specify) <u>cafeteria</u>	\$ 7,200	\$ 7,500
Gross Operating Revenue	\$ 149,730,332	\$ 175,548,047
C. Deductions from Gross Operating Revenue		
1. Contractual Adjustments	\$ 117,947,200	\$ 137,777,269
2. Provision for Charity Care	\$ 285,537	\$ 127,786
3. Provision for Bad Debt	\$ 7,475,818	\$ 9,821,410
Total Deductions	\$ 125,708,555	\$ 147,726,465
NET OPERATING REVENUE	\$ 24,021,777	\$ 27,821,582
D. Operating Expenses		
1. Salaries and Wages	\$ 12,224,563	\$ 13,270,834
2. Physician's Salaries and Wages		
3. Supplies	\$ 2,650,782	\$ 3,153,105
4. Taxes		
5. Depreciation	\$ 559,725	\$ 559,725
6. Rent	\$ 1,877,458	\$ 1,912,458
7. Interest, other than Capital		
8. Management Fees:		
a. Fees to Affiliates	\$ 725,198	\$ 887,242
b. Fees to Non-Affiliates	\$ 146,999	\$ 189,688
9. Other Expenses (Specify on separate page)	\$ 870,965	\$ 893,405
Total Operating Expenses	\$ 19,055,690	\$ 20,866,457
E. Other Revenue (Expenses) - Net (Specify)		
NET OPERATING INCOME (LOSS)	\$ 4,966,087	\$ 6,955,125
F. Capital Expenditures		
1. Retirement of Principal		
2. Interest		
Total Capital Expenditures		
NET OPERATING INCOME (LOSS)		
LESS CAPITAL EXPENDITURES	\$ 4,966,087	\$ 6,955,125

OTHER EXPENSES CATEGORIES

98

August 28, 2015**4:06 pm****18. Section C, Economic Feasibility, Item 9**

The payor mix table for Year 1 of the project is noted. However, the total gross revenue amount in the chart is different than the amount shown in the Projected Data Chart. Please clarify.

In your response, please complete the payor mix table below.

Applicant's Historical and Projected Payor Mix

Payor Source	BMH Main ED Gross Operating Revenue 2014	As a % of Gross Operating Revenue 2014	BMH Main ED Gross Operating Revenue Year 1	Kirby Satellite ED Gross Operating Revenue Year 1	Canada Satellite ED Gross Operating Revenue Year 1	Total gross Operating Revenue Year 1	as a % of Gross Operating Revenue
Medicare	\$28,536,936.84	33%	\$ 36,007,110.58	\$ 6,102,521.25	\$ 2,835,801.00	\$44,945,432.83	30.02%
TennCare	\$17,104,708.32	20%	\$ 21,582,243.65	\$ 7,286,110.44	\$ 4,316,572.24	\$33,184,926.33	22.16%
Managed Care	incl in commercial		incl in commercial	Incl in Commercial	Incl in Commercial		
Commercial	\$29,584,163.88	34%	\$ 37,328,472.43	\$ 4,683,598.54	\$ 6,528,629.38	\$48,540,700.35	32.42%
Self-Pay	\$ 2,043,110.96	14%	\$ 15,195,661.34	\$ 4,750,507.09	\$2,827,528.54	\$22,773,696.97	15.21%
Other		0%		\$ 249,176.67	\$ 36,398.85	\$ 285,575.52	0.19%
Total	\$87,268,920.00	100%	\$110,113,488.00	\$23,071,914.00	\$16,544,930.00	\$149,730,332.00	100.00%

18. Section C, Economic Feasibility, Item 10

Review of the audited Consolidated Statements in the attachment for the Year ended June 2014 and June 2013 revealed differences in operating revenues, expenses and net operating income (NOI) from the entries in the Historical Data Chart for both 2014 and 2013. Please explain.

Please clarify the financial feasibility of the project when the audited statements reflect unfavorable NOI of \$1,204,352 in 2014 and \$3,991,923 available from cash and cash equivalents.

Response:

The Historical Data chart in the original application was for the BMH ER only. The Historical Information for BMH-Memphis follows this page. The project's feasibility is explained by the letter from Don Pounds in the initial CON application. BMH has funds available from Baptist Memorial Health Care Corporation.

The financial statements included in the application were for the period ending Sept 30.

19. Section C, Economic Feasibility, Item 11

The responses to Items 11.a and 11.b are noted. Please include comment that identifies and compares the costs of both proposed BMH satellite ED projects to the costs of expanding the existing emergency departments on the BMH and/or Regional One Health hospital campuses.

Response:

The site analysis for expanding the BMH facility in a new direction has not been completed. That possibility does not address the goal of moving services closer to patients in their communities. The most recent expansion of the Emergency Department pushed the footprint of the BMH-Memphis ED facility as close to an adjacent neighborhood as possible. Development in other directions has not been explored because of infrastructure changes and building access complications

August 28, 2015**4:06 pm****20. Section C, Orderly Development, Item 1.**

Please define the Emergency Medical Treatment and Labor Act (EMTALA).

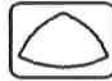
Response:**EMTALA**

In the case of a hospital that has an emergency department, if any individual (whether or not eligible for Medicare benefits and regardless of ability to pay) comes by him or herself or with another person to the emergency department and a request is made on the individual's behalf for examination or treatment of a medical condition by qualified medical personnel (as determined by the hospital in its rules and regulations), the hospital must provide for an appropriate medical screening examination within the capability of the hospital's emergency department, including ancillary services routinely available to the emergency departments, to determine whether or not an emergency medical condition exists. The examinations must be conducted by individuals determined qualified by hospital bylaws, rules and regulations and who meet the requirements of Sec. 482.59 concerning emergency services personnel and direction.

Please indicate where emergency OB patients will be referred for treatment from the proposed satellite facility. Also, please clarify if the OB patients would be admitted directly to the receiving facility, or would need to admit through the receiving hospital's ED.

Response:

Baptist Memorial Hospital for Women is located in east Memphis on North Humphreys Boulevard and Regional One Health is located in the downtown area of Memphis. Both Baptist Memorial Hospital for Women and Regional One Health could receive patients through the emergency department and move directly through to the Labor and Delivery department for further medical screening examination, stabilization and treatment by qualified medical personnel.

**BAPTIST****OPERATIONS POLICY, PROCEDURE AND GUIDELINE MANUAL**

Effective Date: 01/92	EVALUATION AND TRANSFER OF PATIENTS WITH EMERGENCY MEDICAL CONDITIONS INCLUDING PREGNANCY WITH CONTRACTIONS
Last Revision: 6/04; 7/15 Last Reviewed: 01/01; 9/08; 9/11	
Reference #: S.AD.1007.02	

Objectives:

- To establish a method for the screening and, if indicated, transfer of persons presenting at the Emergency Department (ED) or Labor and Delivery (L&D) with emergency medical conditions, including pregnancy with contractions.
- To establish a method for the screening and, if indicated, transfer of hospital inpatients that have unstable emergency medical conditions better managed elsewhere.
- To provide quality patient care without regard to a patient's age, sex, race, color, religion, national origin, handicap, disability, or financial status.
- To comply with local, state, and federal law.

Terms:

The following are definitions according to federal statute and regulations:

I. Emergency Medical Condition

A. Medical condition manifesting itself by acute symptoms of sufficient severity (including severe pain, psychiatric disturbance and/or symptoms of substance abuse) such that the absence of immediate medical attention could reasonably be expected to result in:

1. Placing health of individual (or with respect to pregnant woman, health of woman or unborn child) in serious jeopardy,
2. Serious impairment to bodily functions, or
3. Serious dysfunction of any bodily organ or part; or

B. With respect to pregnant women having contractions:

1. That there is inadequate time to effect a safe transfer to another hospital before delivery, or
2. That transfer may pose a threat to the health or safety of the woman or unborn child.

II. Labor

The process of childbirth beginning with latent or early phase of labor and continuing through delivery of the placenta. A woman experiencing contractions

is in true labor unless a physician certifies that, after a reasonable time of observation, woman is in false labor.

To stabilize/stabilize

- A. The term "to stabilize" means, with respect to an emergency medical condition described above, to provide such medical treatment of the condition necessary to assure, within reasonable medical probability that no material deterioration of the condition is likely to result from or occur during the transfer of the individual from a facility, or
- B. With respect to an emergency medical condition described above, the woman has delivered child and placenta.
- C. The term "stabilize" means, with respect to an emergency medical condition, that no material deterioration of the condition is likely, within reasonable medical probability, to result from or occur during the transfer of the individual from a facility, or with respect to an emergency medical condition described above, and that the woman has delivered the child and the placenta.

Policy:

I. Medical Screening

- A. Baptist complies with federal statutes and regulations regarding the screening and transfer of patients with emergency medical conditions including pregnancy with contractions present.
- B. Baptist does not discriminate based on race, religion, handicap, disability, national origin or financial status.
- C. Persons requesting examination or treatment for medical conditions are provided an appropriate medical screening examination to determine whether or not they have emergency medical conditions.
- D. Neither the initial medical screening examination nor further examination or treatment required to stabilize the patient or treat the labor is delayed to inquire into method of payment or insurance status.
- E. The initial medical screening and treatment includes the use of necessary ancillary services routinely available at Baptist's emergency department or L&D.

II. Scope of Responsibility

- A. If patient is determined to have an emergency medical condition as defined above, further medical examination and treatment may be needed to stabilize the patient. The patient is provided, within capabilities of the staff and facilities available at hospital, further medical examination and treatment as required to stabilize the medical condition or transfer the patient.

- B. The hospital is deemed to have met the requirements of stabilizing the patient if it offers examination and treatment, but the patient/authorized representative refuses examination or treatment, or it offers to transfer the patient to another hospital, but patient/authorized representative refuses transfer. The hospital takes reasonable steps to secure written refusal of patient/authorized representative.

III. Transfers

- A. Patients with emergency medical conditions, which have not been stabilized, may be transferred if the patient/authorized representative requests the transfer after being informed of:
1. The hospital's obligations to provide for examination and stabilizing treatment for emergency medical conditions.
 2. The risks and benefits of transfer.
- B. If the patient does not require a transfer, then the patient may only be transferred if the physician, or other qualified medical personnel (in consultation with physician if physician is not physically present in Baptist), determines, based on the information available at the time of transfer, that reasonably expected medical benefits of the transfer outweigh any increased risks from transfer to the patient, and, in the case of a woman in labor, to the patient or unborn child, and the following criteria are met:
1. The transferring hospital provides medical treatment within its capacity, which minimizes the risks to individual health and, in the case of a woman in labor, the health of the unborn child;
 2. The receiving facility:
 - a. Has available space and qualified personnel for the treatment of the individual, and
 - b. Has agreed to accept transfer of the individual and to provide appropriate medical treatment.
 3. The transferring hospital sends to the receiving facility all medical records (or copies thereof), related to the emergency condition for which the individual has presented, available at the time of transfer, including records related to the individual's emergency medical condition, observations of signs or symptoms, preliminary diagnosis, treatment provided, results of any test, results of diagnostic studies or telephone reports of the studies, and the informed written consent or certification (or copy thereof) and the name and address of any on-call physician who has refused or failed to appear within reasonable time to provide necessary stabilizing treatment. Other records (e.g., test results not yet available or historical records not readily available from the hospital's files) are sent as soon as practicable after the transfer;
 4. Transfer is effected through qualified personnel and transportation equipment, as required, including the use of necessary and medically appropriate life support measures during the transfer.

- C. If the patient/authorized representative refuses examination, treatment or transfer and also refuses to sign the Refusal of Services Form, then the physician or qualified medical personnel signs the portion of the form indicating such refusal and documents the date and time.
- D. If the stable or unstable patient (or legally responsible person acting in his/her behalf) consents to treatment, but refuses transfer, despite the explanation of the potential benefits of transfer, appropriate treatment, utilizing available resources at Baptist is provided to the patient.
- E. Transfers of hospital inpatients who are unstable are subject to the same conditions.
- F. If a patient is being transferred to Baptist, then the name of the facility, time of day, and the persons name requesting transfer are documented (ED record).
- G. If Baptist is unable to accept this transfer, the reasons for refusal are recorded in the ED log.
- H. Medical Records related to transfers to Baptist or from Baptist are maintained for a period of five years from the date of transfer.
- I. Baptist maintains a list of physicians who, after the initial examination, are on-call for duty to provide treatment necessary to stabilize patient with an emergency medical condition.
- J. The hospital does not penalize or take adverse action against a physician or a qualified medical person because the physician or qualified medical person refuses to authorize the transfer of an individual with an emergency medical condition that has not been stabilized, or against any hospital employee because the employee reports a violation of federal requirement regarding screening patients for emergency medical conditions and, if indicated, providing stabilizing treatment and/or an appropriately transferring for individuals with emergency medical conditions.
- K. When another hospital proceeding in compliance with the Hospital Transfer Regulations seeks to appropriately transfer a patient to the hospital, the determination of the availability of space may not be based upon the patient's ability to pay or source of payment, nor may the proposed transfer be declined for reasons related to the patient's ability to pay or source of payment, rather that the patient's need for medical services.

IV. Reporting Suspected Violations

Baptist reports to the state any time it has reason to believe it may have received an individual who has been transferred in an unstable emergency medical

condition from another hospital in violation of the requirements of an appropriate transfer.

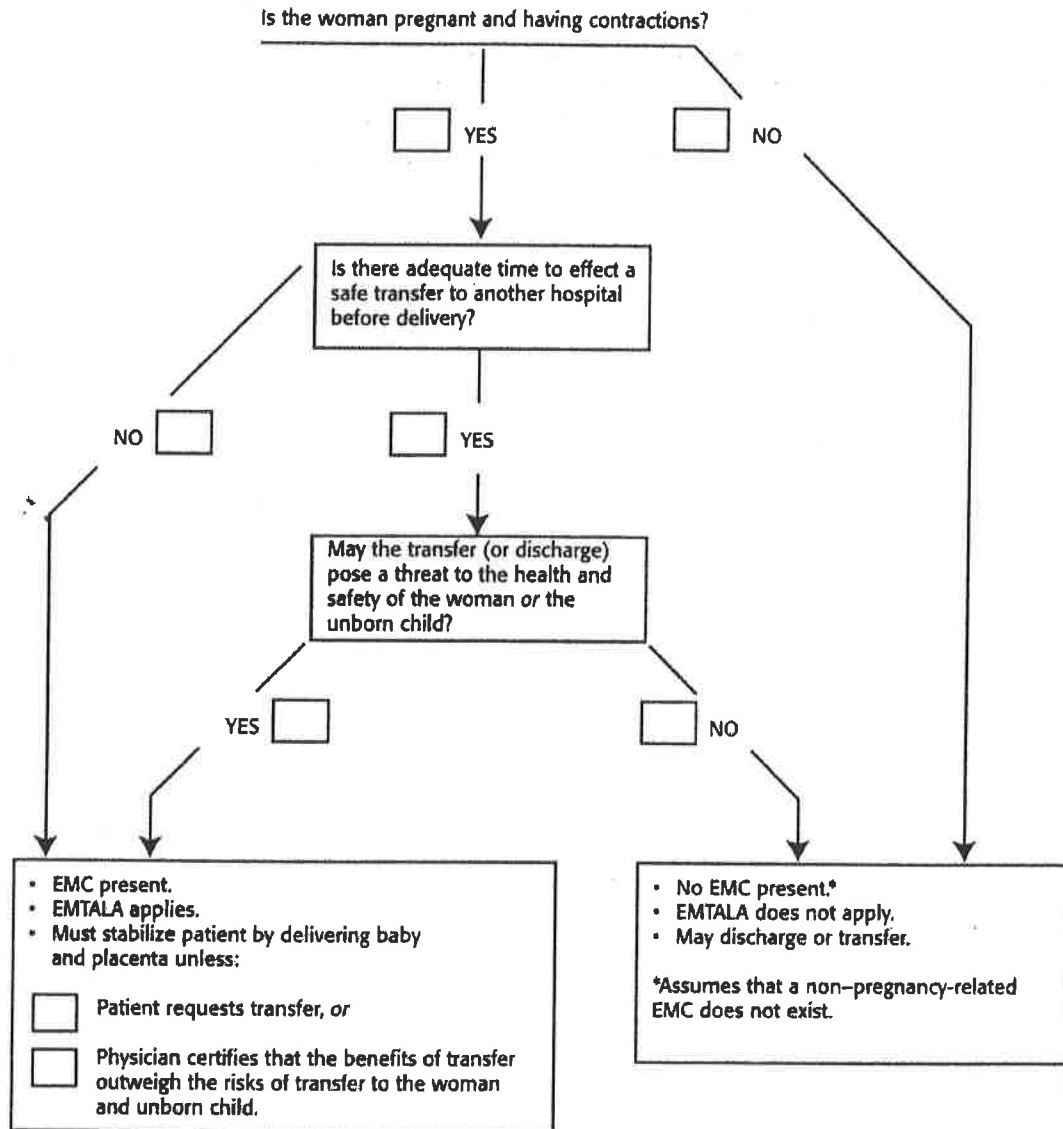
Responsible Party	Steps
Emergency Department (ED) Labor and Delivery (L&D) Triage Personnel	1. Performs triage evaluation. If patient is classified as urgent or emergent, provides further evaluation and stabilizing treatment. If the patient is classified as non-urgent, refers patient to registration clerk.
ED/L&D Physician – Designee	2. Performs indicated evaluation and stabilizing treatment. 3. Explains need for further treatment, hospital's obligation regarding and inpatients with examination and treatment, and if indicated, need for transfer, and unstable emergency risk and benefits of transfer medical conditions. 4. If stable or unstable patient/authorized representative requests or consents to transfer, completes Initiated Transfer form, including having the patient/authorized representative sign the appropriate place.
	If the patient is unstable, also completes the Important Legal Notice.
	If the patient/authorized representative refuses examination, treatment or transfer, have him/her sign Refusal of Services form. If he/she refuses to sign, complete and sign appropriate portion of Refusal of Services form.
	If the patient/authorized representative refuses examination, treatment, or transfer, documents the examination and/or treatment and/or transfer that was refused by or on behalf of the individual.
	If the patient/authorized representative refuses transfer, states in the appropriate space of Refusal of Services form, the reason for refusal.
	If patient is to be transferred by request of patient/authorized representative, or because the anticipated benefits exceed the risks, a. Provides stabilizing treatment according to available resources b. Has received agreement of the receiving facility and receiving physician to accept transfer and provide appropriate medical treatment c. Sends copies of medical records, x-rays and Authorization for Transfer and Transfer Certification Order for the Transfer of Unstable Patients with

August 28, 2015**4:06 pm**

Physician

- Emergency Medical Conditions with patient.
- d. Arranges for transfer with qualified personnel and transportation equipment, as indicated, including the use of necessary and medically appropriate life support measures during the transfer.
 5. Countersign Important Legal Notice, if applicable when the forms were signed by qualified medical personnel in consultation with the physician because he/she was not physically present at the time of transfer.
 6. Files the originals of these forms with patient medical record.

Figure 2. Algorithm for medical screening of pregnant women



X _____
Signature of nonphysician performing the MSE

Date/time

X _____
Signature of physician performing or responsible for the MSE

Date/time

20. Section C, Orderly Development, Item 2.

Please explain the difference between an Urgent Care Clinic and a Satellite ED. Please include hours of operation, the patient costs (including copay) for each service, and any CPT code overlap.

Response :

Baptist Minor Medical Centers provide convenient alternatives to emergency rooms and delayed doctor appointments. Similar to walk-in centers or after-hour clinics, all Baptist Minor Meds are open seven days a week and no appointment is necessary. Baptist Minor Medical clinics feature X-ray capabilities, in-house labs, EKGs, and a qualified staff that can attend to your urgent health care needs. Typical treatments are for an injury, a fever, rash, or more.

An emergency department will triage a patient upon entry, and is open 24 hours a day 7 days a week with access to sophisticated complex equipment with capability beyond lower level urgent care issues.

The same CPT codes may be used for the urgent care clinic setting and the emergency department setting. Primary difference is the urgent care setting will bill globally because the physicians professional charges and the facility's technical component are provided. The emergency department will bill the technical component, physicians will bill separately. Some examples are provided below:

CPT	Description	Minor Med/Urgent Care Price	
		ED Price	Global
		Technical	
10060	HC ED 10060-DRAINAGE OF SKIN ABSCESS	\$158.00	332.00
10061	HC ED 10061-DRAINAGE OF SKIN ABSCESS	\$158.00	326.00
10080	HC ED 10080-DRAINAGE OF PILONIDAL CYST	\$158.00	210.00
10160	HC ED 10160-PUNCTURE DRAINAGE OF LESION	\$197.00	342.00
11042	HC ED 11042-DEBRIDE SQ TISS 1ST 20 SQCM	\$268.00	570.00
12001	HC ED 12001-REPAIR SPERFICIAL WOUND	\$168.00	490.00
12002	HC ED 12002-REPAIR SUPERFICIAL WOUND	\$168.00	515.00
12004	HC ED 12004-REPAIR SUPERFICIAL WOUND	\$168.00	594.00
12005	HC ED 12005-REPAIR SUPERFICIAL WOUND	\$168.00	746.00
12006	HC ED 12006-REPAIR SUPERFICIAL WOUND	\$187.00	764.00

August 28, 2015**4:06 pm**

In your response, please complete the following chart indicating if the following conditions can be treated at an urgent care, hospital emergency room, or satellite ER.

Conditions Treated by Urgent Care and Applicant

	<u>Baptist Minor Med</u>	<u>Walk-in Clinic</u>	<u>Walgreens</u>	<u>Primary Care</u>
Acute Care (cold and flu symptoms, fever, sinus infections, etc.)	X	X	X	X
Chronic Medical Conditions (Treatment and Diagnosis)			X	X
Child Immunizations			X (Age 7 & over)	X
Adult Immunizations			X	X
Annual Wellness Exam			X	X
Well Woman Exam			X	X
Annual Physicals				X
Employment Physicals	X		X	X
Sports Physicals	X		X	X
Flu Shots	X		X	X
Skin Conditions/Rashes	X			X
Wound Care	X			X
Worker's Comp	X		X	X
Drug testing/screenings	X		X	X*
DOT Exam	X			X*
Disability Exams			X	X
Sprains and Strains	X	X	X	X
Muscles aches and pains	X		X	
Laceration Care and Treatment	X			
UTI	X	X	X	
ENT Infections	X	X	X	X
GI Distress	X		X	X
Allergies, Asthma	X	X	X	X
Lab Testing	X	X		X
X-ray	X	X		X

*Not all primary care practices offer these services.

21. Section C, Orderly Development, Item 3 and Item 4

The comments reflect that Team Health has the ability to fulfill emergency department staffing needs. However, more information would be appreciated. Please provide a brief overview about Team Health including the following: (a) nature and scope of contractual relationship with BMH, (b) Team Health services, and (c) requirements related to medical staff privileges.

Response :

TeamHealth is the organization that is providing professional physician services for Emergency Departments. TeamHealth typically will staff 1 physician for emergency department with volumes up to 14,000 visits annually. Advance practitioners may join physicians. On average, physician staffing will vary based on the number of patients expected per adjusted hour.

All TeamHealth physicians are credentialed to practice at Baptist Memorial Health Care facilities.

Please complete the following chart showing the FTE staffing plan for the proposed satellite ED:

Applicant's Projected Staffing of Proposed Satellite ED by Shift			
Position	7-3 # FTEs	3-11 # FTEs	11-7 # FTEs
Emergency Medicine Physician	1	1	1
Director	1		
Manager	1		
RN	2	2	2
Respiratory Therapist	1.5	1	1
Lab Tech	2.5	2	1
Ultrasound Tech (12 hr shift)	1	1	
X-Ray/CT Tech (12 hr shift)	2.5	2.5	
MM Tech			
Other (MAs)	1	1	
Total	13.5	10.5	5

Please also clarify if there will be security available at the proposed satellite ER. If so, please identify in the table above. If security personnel are not included in the applicant's staffing plan, please explain.

Response :


Security will be provided as discussed in response to a previous item. The staffing plan was provided for medical personnel only.

August 28, 2015**4:06 pm****AFFIDAVIT**

STATE OF TENNESSEE

COUNTY OF SHELBYNAME OF FACILITY: CN1508-036 BAPTIST MEMORIAL HOSPITAL

I, GREGORY M DUCKETT, after first being duly sworn, state under oath that I am the applicant named in this Certificate of Need application or the lawful agent thereof, that I have reviewed all of the supplemental information submitted herewith, and that it is true, accurate, and complete.


Signature/Title

Sworn to and subscribed before me, a Notary Public, this the 26th day of August, 2015, witness my hand at office in the County of Shelby, State of Tennessee.


NOTARY PUBLIC

My Comm. Exp. August 21, 2016

My commission expires _____



HF-0043

Revised 7/02

Additional
Clarification
Supplemental #1
-Original-

Baptist Memorial Hospital
Satellite ED Memphis

CN1508-036

August 31, 2015**3:07 pm**

August 31, 2015

Jeff Grimm, HSD Examiner
Health Services and Development Agency
Andrew Jackson Building
502 Deaderick Street, 9th floor
Nashville, TN 37243

RE: Additional Clarification, Supplemental 1 CN1508-036-Memphis

Dear Mr. Grimm

Enclosed are the responses to the need for clarification or additional discussion on items in the CON application referenced above.

Please contact me if you need additional information. Thank you for your attention.

Sincerely,



Arthur Maples
Dir. Strategic Analysis

Enclosure

August 31, 2015

3:07 pm

9. Bed Complement Data*Please indicate current and proposed distribution and certification of facility beds.*

	<u>Current Licensed</u>	<u>Beds *CON</u>	<u>Staffed Beds</u>	<u>Beds Proposed</u>	<u>TOTAL Beds at Completion</u>
A. Medical	<u>724</u>	<u> </u>	<u>576</u>	<u> </u>	<u>724</u>
B. Surgical	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>
C. Long-Term Care Hospital	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>
D. Obstetrical	<u>60</u>	<u> </u>	<u>60</u>	<u> </u>	<u>60</u>
E. ICU/CCU	<u>91</u>	<u> </u>	<u>83</u>	<u> </u>	<u>91</u>
F. Neonatal	<u>40</u>	<u> </u>	<u>40</u>	<u> </u>	<u>40</u>
G. Pediatric	<u>12</u>	<u> </u>	<u>12</u>	<u> </u>	<u>12</u>
H. Adult Psychiatric	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>
I. Geriatric Psychiatric	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>
J. Child/Adolescent Psychiatric	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>
K. Rehabilitation	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>
L. Nursing Facility (non-Medicaid Certified)	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>
M. Nursing Facility Level 1 (Medicaid only)	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>
N. Nursing Facility Level 2 (Medicare only)	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>
O. Nursing Facility Level 2 (dually certified Medicaid/Medicare)	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>
P. ICF/MR	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>
Q. Adult Chemical Dependency	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>
R. Child and Adolescent Chemical Dependency	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>
S. Swing Beds	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>
T. Mental Health Residential Treatment	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>
U. Residential Hospice	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>
TOTAL	<u>927</u>	<u> </u>	<u>771</u>	<u> </u>	<u>927</u>

10. Medicare Provider Number 44-0048
 Certification Type Hospital

11. Medicaid Provider Number 0440048
 Certification Type Hospital

12. If this is a new facility, will certification be sought for Medicare and/or Medicaid?

13. *Identify all TennCare Managed Care Organizations/Behavioral Health Organizations (MCOs/BHOs) operating in the proposed service area. Will this project involve the treatment of TennCare participants? yes If the response to this item is yes, please identify all MCOs/BHOs with which the applicant has contracted or plans to contract.*

Volunteer State Health Plan – Blue Cross Blue Shield of TN BlueCare

Amerigroup Community Care

United Healthcare Plan of the River Valley – United Healthcare Community Plan

August 31, 2015**3:07 pm****17. Section C, Economic Feasibility, Item 5 and 6**

The average gross charge, average deduction from gross operating revenue and average net charge of the proposed satellite ED is noted. Please also provide a table that shows the combined average gross charge, deduction and net charge charges for the main ED and the proposed satellite ED.

Response :

	MEMPHIS ED		COMBINED	
	yr 1	yr 2	yr 1	yr 2
Gross Charge	\$ 1,928.91	\$ 2,023.93	\$ 2,228.46	\$ 2,416.72
Average Deduction	\$ 1,664.35	\$ 1,753.80	\$ 1,870.94	\$ 2,033.71
Average Net Charge	\$ 264.55	\$ 270.13	\$ 357.52	\$ 383.01

August 31, 2015**3:07 pm****18. A. Section C, Economic Feasibility, Item 9**

The payor mix table for Year 1 of the project is noted. However, the total gross revenue amount in the chart is different than the amount shown in the Projected Data Chart. Please clarify.

In your response, please complete the payor mix table below.

Applicant's Historical and Projected Payor Mix

Payor Source	BMH Main ED Gross Operating Revenue 2014	As a % of Gross Operating Revenue 2014	BMH Main ED Gross Operating Revenue Year 1	Kirby Satellite ED Gross Operating Revenue Year 1	Canada Satellite ED Gross Operating Revenue Year 1	Total gross Operating Revenue Year 1	as a % of Gross Operating Revenue
Medicare	\$28,536,936.84	33%	\$ 36,007,110.58	\$ 6,102,521.25	\$ 2,835,801.00	\$44,945,432.83	30.02%
TennCare	\$17,104,708.32	20%	\$ 21,582,243.65	\$ 7,286,110.44	\$ 4,316,572.24	\$33,184,926.33	22.16%
Managed Care	Incl in commercial		incl in commercial	Incl in Commercial	Incl in Commercial		
Commercial	\$29,584,163.88	34%	\$ 37,328,472.43	\$ 4,683,598.54	\$ 6,528,629.38	\$48,540,700.35	32.42%
Self-Pay	\$ 2,043,110.96	14%	\$ 15,195,661.34	\$ 4,750,507.09	\$2,827,528.54	\$22,773,696.97	15.21%
Other		0%		\$ 249,176.67	\$ 36,398.85	\$ 285,575.52	0.19%
Total	\$87,268,920.00	100%	\$110,113,488.00	\$23,071,914.00	\$16,544,930.00	\$149,730,332.00	100.00%

18. B Section C, Economic Feasibility, Item 10

Review of the audited Consolidated Statements in the attachment for the Year ended June 2014 and June 2013 revealed differences in operating revenues, expenses and net operating income (NOI) from the entries in the Historical Data Chart for both 2014 and 2013. Please explain.

Please clarify the financial feasibility of the project when the audited statements reflect unfavorable NOI of \$1,204,352 in 2014 and \$3,991,923 available from cash and cash equivalents.

Response:

The Historical Data chart in the original application was for the BMH ER only. The Historical Information for BMH-Memphis follows this page. The project's feasibility is explained by the letter from Don Pounds in the initial CON application. BMH has funds available from Baptist Memorial Health Care Corporation.

The financial statements included in the application were for the period ending Sept 30.

August 31, 2015**3:07 pm****20. A. Section C, Orderly Development, Item 1.**

Please define the Emergency Medical Treatment and Labor Act (EMTALA).

Response:**EMTALA**

In the case of a hospital that has an emergency department, if any individual (whether or not eligible for Medicare benefits and regardless of ability to pay) comes by him or herself or with another person to the emergency department and a request is made on the individual's behalf for examination or treatment of a medical condition by qualified medical personnel (as determined by the hospital in its rules and regulations), the hospital must provide for an appropriate medical screening examination within the capability of the hospital's emergency department, including ancillary services routinely available to the emergency departments, to determine whether or not an emergency medical condition exists. The examinations must be conducted by individuals determined qualified by hospital bylaws, rules and regulations and who meet the requirements of Sec. 482.59 concerning emergency services personnel and direction.

Please indicate where emergency OB patients will be referred for treatment from the proposed satellite facility. Also, please clarify if the OB patients would be admitted directly to the receiving facility, or would need to admit through the receiving hospital's ED.

Response:

Baptist Memorial Hospital for Women is located in east Memphis on North Humphreys Boulevard and Regional One Health is located in the downtown area of Memphis. Both Baptist Memorial Hospital for Women and Regional One Health could receive patients through the emergency department and move directly through to the Labor and Delivery department for further medical screening examination, stabilization and treatment by qualified medical personnel.

20. B. Section C, Orderly Development, Item 2.

Please explain the difference between an Urgent Care Clinic and a Satellite ED. Please include hours of operation, the patient costs (including copay) for each service, and any CPT code overlap.

Response:

Baptist Minor Medical Centers provide convenient alternatives to emergency rooms and delayed doctor appointments. Similar to walk-in centers or after-hour clinics, all Baptist Minor Meds are open seven days a week and no appointment is necessary. Baptist Minor Medical clinics feature X-ray capabilities, in-house labs, EKGs, and a qualified staff that can attend to your urgent health care needs. Typical treatments are for an injury, a fever, rash, or more.

An emergency department will triage a patient upon entry, and is open 24 hours a day 7 days a week with access to sophisticated complex equipment with capability beyond lower level urgent care issues.

The same CPT codes may be used for the urgent care clinic setting and the emergency department setting. Primary difference is the urgent care setting will bill globally because the physicians professional charges and the facility's technical component are provided. The emergency department will bill the technical component, physicians will bill separately. Some examples are provided below:

CPT	Description	ED Price	Minor Med/Urgent Care Price
		Technical	Global
10060	HC ED 10060-DRAINAGE OF SKIN ABSCESS	\$158.00	332.00
10061	HC ED 10061-DRAINAGE OF SKIN ABSCESS	\$158.00	326.00
10080	HC ED 10080-DRAINAGE OF PILONIDAL CYST	\$158.00	210.00
10160	HC ED 10160-PUNCTURE DRAINAGE OF LESION	\$197.00	342.00
11042	HC ED 11042-DEBRIDE SQ TISS 1ST 20 SQCM	\$268.00	570.00
12001	HC ED 12001-REPAIR SPERFICIAL WOUND	\$168.00	490.00
12002	HC ED 12002-REPAIR SUPERFICIAL WOUND	\$168.00	515.00
12004	HC ED 12004-REPAIR SUPERFICIAL WOUND	\$168.00	594.00
12005	HC ED 12005-REPAIR SUPERFICIAL WOUND	\$168.00	746.00
12006	HC ED 12006-REPAIR SUPERFICIAL WOUND	\$187.00	764.00

August 31, 2015

3:07 pm

AFFIDAVIT

STATE OF TENNESSEE

COUNTY OF SHELBYNAME OF FACILITY: CN1508-036 BAPTIST MEMORIAL HOSPITAL

I, GREGORY M DUCKETT, after first being duly sworn, state under oath that I am the applicant named in this Certificate of Need application or the lawful agent thereof, that I have reviewed all of the supplemental information submitted herewith, and that it is true, accurate, and complete.


Signature/Title

Sworn to and subscribed before me, a Notary Public, this the 31st day of August, 2015,
witness my hand at office in the County of Shelby, State of Tennessee.


NOTARY PUBLIC

My Comm. Exp. August 21, 2016

My commission expires _____

HF-0043

Revised 7/02

